

Invitation to the Annual General Meeting

CVR-no. 10 00 71 27, Novozymes A/S, part of the Novonesis Group (“Novonesis” or the “Company”)

To the shareholders of Novonesis.

The Board of Directors is pleased to invite you to Novonesis' Annual General Meeting to be held on

**Monday
March 23, 2026
at 4:00 pm CET**

at Gammel Venlighedsvej 14, DK-2970 Hoersholm, Denmark. There will also be access to the meeting from the entrance at Boege Alle 10-12, DK-2970 Hoersholm, Denmark.

The Annual General Meeting will be opened by the Chair of the Board of Directors and will be presided over by a chair of the meeting appointed by the Board of Directors.

Agenda of the annual general meeting

1. The Board of Directors' report on the Company's activities in the past financial year
2. Presentation and approval of the audited Annual Report for 2025
3. Resolution on distribution of profit in accordance with the approved Annual Report
4. Presentation and advisory vote on the Remuneration Report for 2025
5. Approval of the remuneration of the Board of Directors for 2026
6. Election of Chair
7. Election of Vice Chair
8. Election of other board members
9. Election of auditor
10. Proposals from the Board of Directors
 - 10.a Renewal of authorizations to the Board of Directors to implement capital increases
 - 10.b Renewal of authorization to the Board of Directors to allow the Company to acquire treasury shares
 - 10.c Authorization to the Board of Directors for distribution of extraordinary dividend
 - 10.d Amendment of location of general meetings due to new regional naming
11. Proposals from shareholders
 - 11.a Proposal from Michael Gaarde
12. Authorization to the chair of the meeting
13. Any other business

Agenda including complete proposals

1. The Board of Directors' report on the Company's activities in the past financial year

The Board of Directors proposes that the Annual General Meeting takes note of the Board of Directors' report on the Company's activities in 2025.

2. Presentation and approval of the audited Annual Report for 2025

The Board of Directors proposes that the Annual General Meeting approves the Company's audited Annual Report for 2025.

The audited Annual Report for 2025 is available at www.novonesis.com/en/investors.

3. Resolution on distribution of profit in accordance with the approved Annual Report

The Board of Directors proposes an ordinary dividend of DKK

4.25 (corresponding to approximately EUR 0.57) per A and B shares of DKK 2.

4. Presentation and advisory vote on the Remuneration Report for 2025

The Board of Directors proposes that the Annual General Meeting approves the Company's Remuneration Report for 2025 by advisory vote.

The Remuneration Report has been prepared in accordance with the requirements of section 139 b of the Danish Companies Act. The report describes the remuneration awarded or due during the financial year 2025 to the members of the Board of Directors and the Executive Management of Novonesis as registered with the Danish Business Authority.

The Remuneration Report for 2025 is available at www.novonesis.com/agm.

5. Approval of the remuneration of the Board of Directors for 2026

The Board of Directors proposes to increase the base fee for members of the Board of Directors by 3% compared to the 2025 level. The increase aligns with the average salary increase for Novonesis' employees in Denmark from 2025 to 2026. Accordingly, the Board of Directors proposes the following remuneration levels for 2026 for approval by the Annual General Meeting:

- The base fee for each member of the Board of Directors shall be DKK 581,744 (changed from DKK 564,800).
- The Chair of the Board of Directors shall receive 3.0 times the base fee (unchanged multiple).
- The Vice Chair of the Board of Directors shall receive 2.0 times the base fee (unchanged multiple).
- The chairs of the board committees (Audit Committee, Nomination and Remuneration Committee, and Innovation Committee) shall receive a supplementary fee of 1.0 times the base fee (unchanged multiple).
- The members of the board committees (Audit Committee, Nomination and Remuneration Committee, and Innovation Committee) shall receive a supplementary fee of 0.5 times the base fee (unchanged multiple).

The Company further covers certain related expenses and benefits as further described in Section 2 of the Company's Remuneration Policy dated February 24, 2026.

6. Election of Chair

The Board of Directors proposes the re-election of its current Chair, Cornelis (Cees) de Jong, for a one-year term.

A detailed description of Cees de Jong's competencies, managerial positions in other companies etc. is included in **Appendix 1** attached to this invitation.

7. Election of Vice Chair

The Board of Directors proposes the re-election of its current Vice Chair, Heine Dalsgaard, for a one-year term.

A detailed description of Heine Dalsgaard's competencies, managerial positions in other companies etc. is included in **Appendix 1** to this invitation.

8. Election of other board members

The Board of Directors proposes the re-election of the following members of the Board of Directors each for a one-year term: Lise Kaae, Monila Kothari, Kasim Kutay, Kevin Lane, Morten Otto Alexander Sommer and Kim Stratton.

A detailed description of each of the nominated candidates' competencies, managerial positions in other companies etc. is included in **Appendix 1** to this invitation.

If all nominated board candidates are re-elected, the Board of Directors will consist of eight shareholder-elected board members.

9. Election of auditor

The Board of Directors proposes that EY Godkendt Revisionspartnerselskab, CVR no. 30 70 02 28, be re-elected as auditor, in accordance with the Audit Committee's recommendation.

The proposal covers appointment in respect of both statutory financial reporting and sustainability reporting. The Audit Committee is free from influence by third parties and has not been impacted by any agreements with third parties, which limit the general meeting's choice to certain auditors or audit firms.

10. Proposals from the Board of Directors

10.a Renewal of authorizations to the Board of Directors to implement capital increases

The Board of Directors' current authorizations to increase the Company's share capital through cash contributions or in connection with any full or partial acquisition of an existing enterprise, as well as to issue warrants and approve the related capital increases, are set to expire on April 30, 2026.

The Board of Directors proposes to renew these authorizations for an additional year, extending them until April 30, 2027. The authorizations shall be subject to an aggregate limit of nominally DKK 93,659,729 corresponding to approximately 10% of the Company's share capital.

The Board of Directors accordingly proposes to amend Articles 5.1 to 5.5 of the Articles of Association as follows:

"5.1 Until April 30, 2027, the Board of Directors shall be authorized to increase the share capital in one or more stages without pre-emptive rights for existing shareholders at a

subscription price equivalent to the market price of the B shares by issuing B shares of up to nominally DKK 93,659,729 by means of cash payment or in connection with any full or partial acquisition of an existing enterprise."

"5.2 Until April 30, 2027, the Board of Directors shall further be authorized to increase the share capital with pre-emptive rights for existing shareholders in one or more stages by up to nominally DKK 93,659,729 by means of cash payment.

Where the subscription price of the capital increase is lower than the market price of the B shares, the capital increase shall be distributed proportionately between A shares and B shares."

"5.3 Until April 30, 2027, the Board of Directors shall further be authorized to issue warrants in one or more stages by up to nominally DKK 9,365,972 B shares to the company's or its subsidiaries' employees and to resolve on the corresponding capital increases. The shareholders of the company are not to have any pre-emptive rights at the exercise of this authorization by the Board of Directors – be it in connection with the issuance of warrants or in connection with the exercise of warrants – provided that warrants are issued at a subscription price corresponding at least to the market price on the date of the resolution of the Board of Directors. The Board of Directors shall stipulate detailed terms for the issuance of warrants, including provisions on terms of exercise of warrants and the recipient's legal position in case of capital increase, capital reduction, issuance of new warrants as well as liquidation, merger and demerger of the company prior to the time of exercise."

"5.4 In connection with an increase in the share capital as set out in articles 5.1 to 5.3, the following shall also apply: (i) the shares shall be issued in the name of the holders; (ii) A shares are non-negotiable instruments whereas B shares are negotiable instruments; and (iii) the other provisions of the articles of association relating to A shares and/or B shares shall be applicable."

"5.5 The authorizations under articles 5.1, 5.2 and 5.3 may only be exercised to increase the share capital with a total of nominally DKK 93,659,729."

The purpose of this proposal is to provide the Board of Directors with sufficient flexibility to raise capital in support of the Company's ongoing operations.

The draft updated Articles of Association are available at www.novonesis.com/agm.

10.b Renewal of authorization to the Board of Directors to allow the Company to acquire treasury shares

The Board of Directors' current authorization to allow the Company to repurchase its own shares expires on April 30, 2026. The Board proposes to renew this authorization, allowing the Company to repurchase own shares up to a total nominal amount of DKK 93,659,729, corresponding to 10% of the share capital, subject to a holding limit of 10%, in accordance

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with Section 198 of the Danish Companies Act. The purchase price must not deviate by more than 10% from the market price quoted on Nasdaq Copenhagen A/S on the date of acquisition. This authorization shall remain in force until April 30, 2027.

10.c Authorization to the Board of Directors for distribution of extraordinary dividend

To maintain flexibility and allow payment of dividends in the course of the financial year, the Board of Directors proposes that the Board of Directors be authorized in accordance with sections 182-183 of the Danish Companies Act to pass one or more resolutions to distribute extraordinary dividends to the company's shareholders to the extent adequate and in accordance with applicable law.

10.d Amendment of location of general meetings due to new regional naming

According to Article 7.2 of the Articles of Association, general meetings shall be held in the Capitol Region of Denmark. This region will be combined into a new region, the Region of Eastern Denmark, with effect from January 1, 2027.

The Board of Directors consequently proposes amending Article 7.2 of the Articles of Association accordingly:

"General meetings with physical attendance shall be held at a venue within the area of the Region of Eastern Denmark."

11. Proposals from shareholders

11.a Proposal from shareholder Michael Gaarde

Proposal to the Annual General Meeting from shareholder Michael Gaarde:

"The general meeting requires the Board of Directors to ensure that Novonesis' ethical policies and compliance frameworks are clear, operational, and adequate to minimize the company's legal, operational, and reputational risks arising from serious breaches of integrity and trust in employment and cooperation relationships. In this context, the Board of Directors is instructed to account for: (1) how the overarching ethical policies and compliance principles are designed and anchored at board level, and (2) how the Board exercises active and documentable oversight to ensure that these policies are complied with in practice in accordance with the company's values."

Position of the Board of Directors:

The Board of Directors does not support the proposal, as the subject matter is governed by applicable law and Novonesis' existing policy framework. The Board's responsibilities with respect to governance, risk management, internal controls and oversight are defined by applicable legislation, including the Danish Companies Act and the Danish Financial Statements Act, as well as the Danish Recommendations on Corporate Governance. Accordingly, Novonesis has established comprehensive policies, including its Business Integrity Policy,

which inter alia sets out Novonesis' commitment to conduct business with honesty, fairness and in accordance with responsible and ethical practices with the goal of maintaining high standards of business integrity globally. This commitment extends to practices concerning business partners and employees.

Further, Novonesis has established governance and procedures in matters regarding potential violations of law, ensuring investigation and appropriate consequences, whether disciplinary, contractual or legal based on documented findings. These procedures not only protect people who raise concerns but also ensure fair investigation and proceedings. The Board exercises oversight in this area and the company provides reporting in its annual report in accordance with applicable requirements. Accordingly, the Board considers that the proposal is unnecessary and duplicative of Novonesis' existing obligations and policy framework.

12. Authorization to the chair of the meeting

The Board of Directors proposes that the Annual General Meeting authorizes the chair of the meeting (with a right of substitution) to file the resolutions passed with the Danish Business Authority and to make any such changes and additions as the Danish Business Authority may require as a condition for registering or approving the resolutions passed.

13. Any other business

Majority requirement

The proposals under agenda items 10.a and 10.d can only be adopted if shareholders representing at least two-thirds of the total number of votes in Novonesis are present at the Annual General Meeting and if at least two-thirds of both the votes cast and the voting capital represented at the meeting vote in favor of the proposal.

All other proposals on the agenda require simple majority of votes for adoption. The proposal under agenda item 4 is subject to an advisory vote only.

Registration date

A shareholder's right to participate in and vote at the Annual General Meeting is determined solely by the number of shares owned by the shareholder on the registration date, which is **Monday, March 16, 2026**. Only shareholders registered as of this date are entitled to attend and vote at the Annual General Meeting, subject to timely request for admission cards as outlined below.

Ordering admission

Shareholders may order admission to the Annual General Meeting **no later than on Thursday, March 19, 2026**, by:

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- Visiting the website of Computershare A/S at www.computershare.dk or Novonesis website www.novonesis.com/agm **no later than Thursday, March 19, 2026, at 11:59 pm CET**, to register electronically (remember to have your Euronext Securities Copenhagen deposit number at hand), or
- calling Computershare A/S on +45 45 46 09 97 **no later than Thursday, March 19, 2026, at 3:00 pm CET** (remember to have your Euronext Securities Copenhagen deposit number at hand when you call).

Ordered admission cards will be sent via email. This requires that your email address is registered on the website of Computershare A/S at www.computershare.dk (the Investor Portal).

After registration, you will receive an electronic admission card. Please bring the electronic version on your smartphone or tablet. Alternatively, you may print and bring a physical copy. If you forget your admission card, it can be issued at the Annual General Meeting upon presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point of the Annual General Meeting.

For any questions regarding registration or the use of the Investor Portal, please contact Computershare at +45 45 46 09 97 (weekdays from 9:00 am to 3:00 pm).

Proxy/postal vote

If you are unable to attend the Annual General Meeting, you may choose to:

- Appoint a proxy to a named third party. If you attend by proxy, your designated proxy holder will receive admission documentation from Computershare A/S, which must be presented at the meeting;
- Appoint a proxy to the Board of Directors. In this case, your votes will be cast in accordance with the Board of Directors' recommendations; or
- Appoint a proxy to the Board of Directors with specific voting instructions; or
- Vote by post. If sending a proxy form by ordinary mail, please account for postal delivery times.

To submit a proxy or postal vote, visit Novonesis' website at www.novonesis.com/agm or www.computershare.dk and complete the electronic proxy/postal voting form. This must be done **no later than 11:59 pm CET on Thursday, March 19, 2026**.

Alternatively, you can complete and sign the proxy/postal voting form available on www.novonesis.com/agm and return it by ordinary mail to Computershare A/S, Lottenborgvej 26D, 1st, DK-2800 Kgs. Lyngby, Denmark, or scan it and return it by email to agm@computershare.dk so that it is received by Computershare by **11:59 pm CET on Thursday, March 19, 2026**.

Please note that you may either appoint a proxy or vote by post, but not both. If sending a proxy form by ordinary mail, please account for postal delivery times.

Shareholders holding Novonesis shares through a nominee must exercise voting rights through the nominee structure. This entails that any votes, including amendment of votes submitted by proxy, must be submitted to the Company by the nominee.

Shareholder information

Novonesis' total share capital has a nominal value of DKK 936,597,292 (corresponding to 1,903,982,092 votes), comprising A shares with a nominal value of DKK 107,487,200 (corresponding to 1,074,872,000 votes) and B shares with a nominal value of DKK 829,110,092 (corresponding to 829,110,092 votes).

Novonesis' share capital is divided into shares of DKK 1 or multiples thereof. Each A share of DKK 1 carries 10 votes and each B share of DKK 1 carries one vote. Consequently, each A share of DKK 2 carries 20 votes, while each B share of DKK 2 carries 2 votes.

As of today, the following material is available in Danish and English at www.novonesis.com/agm:

- Notice convening the meeting, including Appendix 1;
- The aggregate number of shares and voting rights as of the date of the notice to convene the Annual General Meeting;
- Documents to be presented to the Annual General Meeting, including the audited Annual Report for 2025 and the Remuneration Report for 2025;
- Draft Articles of Association for Novonesis as proposed under agenda items 10.a and 10.d, which will become effective upon approval at the Annual General Meeting (if approved);
- The agenda and complete proposals; and
- The form used for voting by proxy or by postal vote.

Practical information

The venue of the Annual General Meeting is Novonesis, Gammel Venlighedsvej 14, DK-2970 Hoersholm, Denmark. There will also be access to the meeting from the entrance at Boege Alle 10-12, DK-2970 Hoersholm, Denmark.

The Annual General Meeting will be webcast live at www.novonesis.com/agm. The webcast will also be available on the website after the meeting. The live webcast is publicly accessible and requires no admission card.

The Annual General Meeting will be conducted in English. Shareholders may choose to ask questions and express opinions in Danish or English. Simultaneous interpretation from English to Danish and from Danish to English will be available to the

participating shareholders as well as in the webcast.

Any shareholder may submit questions to the management at the Annual General Meeting.

Questions regarding the agenda and other documents for the Annual General Meeting may also be submitted in writing and must be received by Novonesis not later than one week prior to the date of the Annual General Meeting. Written questions must clearly identify the shareholder and be sent by email to jetli@novonesis.com or by ordinary mail to Novonesis, Biologiens Vej 2, DK-2800 Kgs. Lyngby, Denmark, marked "Board Secretariat".

Payment of dividends

Dividends approved at the Annual General Meeting will be paid via Euronext Securities Copenhagen to shareholders' accounts in their own custodian banks.

Processing of personal data

For information about how Novonesis processes your personal data as a shareholder in connection with its general meetings, please refer to: [Processing of personal data | Annual General Meetings](#).

Transport

Information regarding public transportation, parking, and other access facilities of the venue of the Annual General Meeting is available at www.novonesis.com/agm.

The Board of Directors
Novonesis

Candidates for the Board of Directors



Cornelis (Cees) de Jong, nominated for re-election as Chair

Born 1961. Dutch. Chair of the Nomination and Remuneration Committee and member of the Audit Committee. Independent. Member of the Board since 2020, Vice Chair from 2020-2023 and Chair since 2023.

Positions and management duties

Board Vice Chair: Novo Nordisk A/S.

Board member: SpringTopCo DK ApS and four affiliates (Oterra Denmark).

Venture Partner, Forbion Bioeconomy Fund I.

Special competencies

Extensive experience in the food, food ingredient, and industrial biotech industries, including operations and supply chain management. Expertise encompassing financial and accounting practices, risk management, M&A, and post-merger integration. Pioneered the integration of sustainability into corporate strategy, operating models and reporting, to ensure a meaningful and positive impact.



Heine Dalsgaard, nominated for re-election as Vice Chair

Born 1971. Danish. Member of the Audit Committee. Not independent.* Member of the Board since 2020.

Positions and management duties

Group CFO of IVC Evidensia Ltd.

Special competencies

Versatile experience across diverse industries, including leadership, finance, operations and supply chain management, supported by expertise in financial and accounting practices, risk management, and M&A and post-merger integration. Experience in sustainability reporting, including proficiency in assurance requirements.



Lise Kaae

Born 1969. Danish. Chair of the Audit Committee. Independent. Member of the Board since 2024.

Positions and management duties

CEO of Heartland A/S.

Board member: VKR Holding A/S and various Heartland A/S portfolio companies.

Special competencies

Global business management experience, including operations and supply chain management. Expertise in financial and accounting practices, sustainability (primarily within consumer goods), risk management, and M&A and post-merger integration.



Monila Kothari

Born 1964. Singaporean. Member of the Innovation Committee. Independent. Member of the Board since 2025.

Positions and management duties

Board member: CPL Aromas Ltd.

Member of advisory board in IMA Asia.

Special competencies

Global business management experience in marketing, sales, operations, innovation, and pipeline management within specialty chemicals, consumer products and pharma, as well as experience in sustainability and digital development. Hands-on experience in emerging markets, especially APAC.

** This board member is not regarded as independent according to the definition in the Danish Recommendations on Corporate Governance that apply to Danish listed companies*



Kasim Kutay

Born 1965. British. Member of the Nomination and Remuneration Committee. Not independent.* Member of the Board since 2017.

Positions and management duties

CEO of Novo Holdings A/S.

Board member: Novo Nordisk A/S, two subsidiaries of Novo Holdings A/S and CW+ Charity.

Special competences

Broad experience in biotechnology strategy and business development. Expertise in financial and accounting practices, sustainability, and M&A and post-merger integration.



Kevin Lane

Born 1965. Irish. Member of the Innovation Committee. Independent. Member of the Board since 2024.

Positions and management duties

Board member: The Estate Dairy Ltd.

Senior adviser at PAI Partners and Cinven.

Special competences

Extensive global business management experience in marketing and sales, innovation, and pipeline management within the food, beverage, nutritional and agricultural industries. Hands-on experience in emerging markets and expertise in sustainability, and M&A and post-merger integration.



Morten Otto Alexander Sommer

Born 1981. Danish. Chair of the Innovation Committee. Independent. Member of the Board since 2022.

Positions and management duties

Professor, Microbiology at the Technical University of Denmark (DTU) and Chief Scientific Officer of UNION therapeutics A/S.

Board member: Clinical-Microbiomics A/S, SNIPR Holdings ApS, SNIPR Biome ApS, UNION therapeutics A/S.

Special competencies

Extensive experience in biotechnology research and development, with special focus on bacterial synthetic biology, microbiome research and industrial biotechnology, as well as broad experience in biotechnology entrepreneurship.



Kim Stratton

Born 1962. Australian. Member of the Nomination and Remuneration Committee. Independent. Member of the Board since 2017. Vice Chair from 2023-2024.

Positions and management duties

Board member: Recordati S.p.A.

Special competencies

Broad global biopharmaceutical commercial experience, including emerging markets, innovation pipeline management and external affairs. Hands-on experience in emerging markets as well as expertise within sustainability.

** This board member is not regarded as independent according to the definition in the Danish Recommendations on Corporate Governance that apply to Danish listed companies*

Employee-elected board members*



Robert Nøddeskov Jensen

Born 1975. Danish. Senior Operator. Employee representative. Member of the Board since 2025.



Lars Bo Køppler

Born 1962. Danish. Technician. Employee representative. Member of the Board since 2025.



Preben Nielsen

Born 1966. Danish. Science Manager. Employee representative. Member of the Board since 2021.



Frederikke Rose Spenner

Born 1994. Danish. Production Engineer. Employee representative. Member of the Board since 2025.

* The employee-elected board members are not regarded as independent according to the definition in the Danish Recommendations on Corporate Governance that apply to Danish listed companies. The employee representatives joined the Board effective from the 2025 Annual General Meeting, and their term expires in 2029.