

Please Mark Here for Address Change or Comments
SEE REVERSE SIDE

NOVO NORDISK A/S 401K PLAN

4. Election of members to the Board of Directors

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4.1. Mr Sten Scheibye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					FOR	AGAINST	ABSTAIN
				4.2. Mr Göran A. Ando	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					FOR	AGAINST	ABSTAIN
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4.3. Mr Kurt Briner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
4.4. Mr Henrik Gürtler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
4.5. Mr Niels Jacobsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
4.6. Mr Kurt Anker Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	FOR	AGAINST	ABSTAIN				
4.7. Mr Jørgen Wedel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Non-Voting		

Mark box at immediate right if you wish to give a discretionary proxy to the Board of Directors. PLEASE NOTE: Marking this box voids any other instructions indicated at far right.

ADR Holder sign here: _____ **Date:** _____ **Co-owner sign here:** _____ **Date:** _____

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TO THE PARTICIPANTS IN THE NOVO NORDISK A/S 401K PLAN CONTAINING AMERICAN DEPOSITARY RECEIPTS ("ADRs") REPRESENTING DEPOSITED B SHARES OF NOVO NORDISK A/S

JPMorgan Chase Bank, N.A. (the "Depositary") and Charles Schwab Trust Company, Trustee for the Novo Nordisk A/S 401K Plan (the "Trustee") have received advice that the Annual General Meeting (the "Meeting") of Novo Nordisk A/S (the "Company") will be held at the Copenhagen Congress Center, Bella Center, Center Boulevard 5, 2300 Copenhagen S., on Wednesday, March 7, 2007, at 4:30 p.m. Copenhagen time, for the purposes set forth on the reverse of this card.

If you wish to have the Trustee instruct the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Deposited B Shares represented by your American Depositary Receipt(s) in your account in the Novo Nordisk A/S 401K Plan, for or against or to abstain from the Resolutions, or any of them, to be proposed at the Meeting, kindly execute and forward the attached Voting Instruction Card to JPMorgan Chase Bank, N.A.. The enclosed postage paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such manner as to show clearly whether you desire the Nominee or the Nominees of the Depositary to vote for or against or to abstain from the Resolutions, or any of them, as the case may be. You may include instructions to give a discretionary proxy to the Board of Directors. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 12:00 Noon, Eastern Time, February 26, 2007. Only the registered holders of record at the close of business on February 9, 2007, will be entitled to execute the attached Voting Instruction Card.

Instructions to Charles Schwab Trust Company, Trustee,

The signee hereby requests and authorizes Charles Schwab Trust Company, Trustee, under the Trust Agreement for the Novo Nordisk A/S 401K Plan, to vote or execute a proxy to vote the American Depositary Receipt(s) of Novo Nordisk A/S allocated to the account as referenced below and underlying Deposited B Shares of the Company represented by such Depositary Receipts on the below Resolutions at the Annual General Meeting to be held at the above address on Wednesday, March 7, 2007, or any adjournment thereof. If Charles Schwab Trust Company does not receive valid instructions from any participant, it will vote the underlying Deposited B Shares represented by such American Depositary Receipt(s) with respect to such account in the Novo Nordisk A/S 401K Plan in the manner prescribed within the Novo Nordisk A/S 401K Plan Trust Agreement between Novo Nordisk A/S and Charles Schwab Trust Company.

ADR holders who wish to attend the Annual General Meeting in Denmark should contact Christian Qvist Frandsen, Investor Relations, Novo Nordisk Inc., phone (609) 919-7937 or via e-mail cqfr@novonordisk.com. Please note that the Annual General Meeting will be conducted in Danish and, as an ADR holder, you will not be able to vote at the Meeting.

Simultaneous interpretation from Danish into English will be available for a limited number of attending shareholders. If you wish to accept this offer, you are kindly invited to make reservations in advance on the aforementioned telephone number no later than Friday, March 2, 2007.

JPMorgan Chase Bank, N.A., Depositary

**NOVO NORDISK A/S
(NOVO NORDISK A/S 401K PLAN)**

**JPMorgan Chase Bank, N.A., DEPOSITARY
P.O. Box 3500, South Hackensack, NJ 07606-3500**

The undersigned, a participant in the Novo Nordisk A/S 401K Plan, whose account contains American Depositary Share(s) representing Deposited B Shares of Novo Nordisk A/S as of record date February 9, 2007, hereby requests and authorizes Charles Schwab Trust Company to instruct JPMorgan Chase Bank, N.A., the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Deposited B Shares of the Company represented by such Depositary Share(s), on the Resolutions described below at the Annual General Meeting of Novo Nordisk A/S to be held at the Copenhagen Congress Center, Bella Center, Center Boulevard 5, 2300 Copenhagen S., Wednesday, March 7, 2007, at 4:30 p.m. Copenhagen time, or at any adjournment thereof.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card must be received by the Depositary before 12:00 Noon, Eastern Time, February 26, 2007. The enclosed postage paid envelope is provided for this purpose. If Charles Schwab Trust Company does not receive a valid instruction, Charles Schwab Trust Company shall vote the underlying Deposited B Shares represented by such American Depositary Receipt(s) in the manner prescribed within the Novo Nordisk A/S 401K Plan Trust Agreement between Novo Nordisk A/S and Charles Schwab Trust Company.

PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

Address Change/Comments (Mark the corresponding box on the reverse side)

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**ANNUAL GENERAL MEETING OF SHAREHOLDERS
MATTERS SUBJECT TO SHAREHOLDER VOTE**

2. Presentation and adoption of the audited Annual Report 2006, including approval of the remuneration of the Board of Directors.
3. A resolution to distribute the profit according to the adopted Annual Report 2006.
4. Election of members to the Board of Directors.

All board members elected by the Annual General Meeting are up for election. The Board of Directors proposes re-election of the following existing board members elected by the Annual General Meeting:

01. Sten Scheibye, 02. Göran A. Ando, 03. Kurt Briner, 04. Henrik Gürtler, 05. Niels Jacobsen, 06. Kurt Anker Nielsen and 07. Jørgen Wedel.

5. Election of auditor.

The Board of Directors proposes re-election of PricewaterhouseCoopers.

6. Proposal from the Board of Directors:

Reduction of the Company's B share capital from DKK 566,432,800 to DKK 539,472,800 by 13,480,000 B shares of DKK 2 each out of the Company's own holdings of B shares at a nominal value of DKK 26,960,000, equal to 4% of the total share capital. The Company's share capital will then amount to DKK 646,960,000 divided into A share capital of DKK 107,487,200 and B share capital of DKK 539,472,800.

7. Proposal from the Board of Directors:

To authorise the Board of Directors, until the next Annual General Meeting, to allow the Company to acquire own shares of up to 10% of the share capital and at the price quoted at the time of the purchase with a deviation of up to 10%, cf. Article 48 of the Danish Public Companies Act.

8. Miscellaneous

According to Danish law, the proxy for the Annual General Meeting is only valid if it is in writing and signed and dated after 7 March 2006. Holders are also notified that under Danish law, the institution responsible for the Company's shareholders' register (Værdipapircentralen A/S in Denmark) must receive copies of voting instruction cards signed by the holders no later than March 2, 2007 at 4 pm (CET) in order for the votes based upon such voting instructions to be valid. The Depositary will endeavor in so far as practicable to provide such voting instruction cards from registered holders of ADRs to Værdipapircentralen in a timely manner but there is no guarantee that such cards will be timely received or, if received, that the Chairman of the Annual General Meeting will accept such voting instruction cards as being valid. As a result of the proxy requirements of Danish law and the voting practices within the United States, voting instructions may not be provided by, and will not be accepted from, persons or entities whose ADRs are not registered directly in their name but instead hold their ADRs (or interests therein) through a bank, broker or other nominee. Voting materials provided to beneficial holders of ADRs (or interests therein) are provided for informational purposes only. Neither the Depositary nor the Company shall be liable for any act or omission to act with respect to voting.