

NOVO NORDISK A S  
Form 20-F  
February 11, 2008

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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 20 - F

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(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
**For the fiscal year ended 31 December 2007**  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 333-82318

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## NOVO NORDISK A/S

(Exact name of Registrant as specified in its charter)

**Not applicable**  
(Translation of Registrant's name into English)

**The Kingdom of Denmark**  
(Jurisdiction of incorporation or organization)

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**Novo Allé 1**  
**DK-2880 Bagsværd**  
**Denmark**  
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Title of each class:**

B shares, nominal value DKK 1 each  
American Depositary Receipts, each representing one B share

**Name of each exchange on which registered:**

New York Stock Exchange\*  
New York Stock Exchange

\* Not for trading, but only in connection with the registration of American Depositary Receipts, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

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Indicate the number of outstanding shares<sup>1</sup> of each of the issuer's classes of capital or common stock as of the close of the period covered by the Annual Report:

A shares, nominal value DKK 1 each: 107,487,200

B shares, nominal value DKK 1 each: 513,657,670

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days,

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports to Section 13 or 15(d) of the Securities Exchange Act of 1934

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated  
filer  Accelerated filer  Non-accelerated  
filer

Indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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<sup>1</sup> The outstanding number of shares represents the total number of shares less the Company's holding of treasury shares. The nominal value has changed from DKK 2 to DKK 1 during 2007 due to stock split.

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## INTRODUCTION

In this Form 20-F, the terms the Company, Novo Nordisk and the Group refer to the parent company Novo Nordisk A/S together with its consolidated subsidiaries. The term Novo Nordisk A/S is used when addressing issues specifically related to this legal entity.

Throughout this Form 20-F the Company incorporates information on the various items by reference to its *Annual Report 2007* and *Annual Report 2006*. Therefore the information in this Form 20-F should be read in conjunction with our *Annual Report 2007* and *Annual Report 2006*, which were filed on Form 6-K on 11 February 2008 and on 9 February 2007, respectively.

The Company publishes its financial statements in Danish kroner (DKK).

In December 2007 the nominal value of the shares were split from DKK 2 to DKK 1 per share. Comparative disclosures in this Form 20-F have been adjusted to reflect the stock split.

## PART I

## ITEM 1 IDENTITY OF DIRECTORS, EXECUTIVE MANAGEMENT AND ADVISORS

Not applicable.

## ITEM 2 OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

## ITEM 3 KEY INFORMATION

**SELECTED FINANCIAL DATA**

IFRS figures in DKK millions, except per share data	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>
Net sales	26,158	29,031	33,760	38,743	41,831
Operating profit from continuing operations	6,422	6,980	8,088	9,119	8,942
Operating profit	6,422	6,980	8,088	9,119	8,942
Net profit from continuing operations	4,833	5,013	5,864	6,452	8,522
Net profit	4,833	5,013	5,864	6,452	8,522
Earnings per share/ADR from continuing operations	7.09	7.45	8.95	10.05	13.49
Total assets	34,564	37,433	41,960	44,692	47,731
Net assets	24,776	26,504	27,634	30,122	32,182
Capital stock	709	709	709	674	647
Treasury stock	(33)	(45)	(62)	(39)	(26)
Dividends per share/ADR	2.20	2.40	3.00	3.50	4.50*)
Dividends per share/ADR in USD	0.37	0.44	0.48	0.62	0.89*)
Diluted earnings per share/ADR	7.08	7.42	8.91	10.00	13.39
Number of shares (million)	709.4	709.4	709.4	674.0	647.0

\*) Proposed dividend per share. For USD translation the exchange rate at 31 December 2007 from Danmarks Nationalbank (The Central Bank of Denmark) is used (USD 1 = DKK 5.0753)

Reference is made to Consolidated Financial Statement, page 54-104 in our *Annual Report 2007* for further financial data.



[Back to Contents](#)**Exchange rates**

The following table sets forth, for the calendar periods indicated, certain information concerning Danmarks Nationalbank's daily official exchange rates for U.S. dollars (USD) in terms of Danish kroner expressed in DKK per USD 1.00. These rates closely approximate the noon buying rate for Danish kroner for cable transfers in New York City as announced by the Federal Reserve Bank of New York for customs purposes on the relevant dates.

<b>Month</b>	<b>High</b>	<b>Low</b>
July 2007	5.4762	5.3791
August 2007	5.5516	5.3862
September 2007	5.4851	5.2574
October 2007	5.3089	5.1600
November 2007	5.1679	5.0132
December 2007	5.2004	5.0586
1-26 January 2008	5.1456	4.9985

<b>Year</b>	<b>Average rate<sup>2</sup></b>	<b>Period end rate</b>	<b>High</b>	<b>Low</b>
2003	6.5271	5.9576	7.1592	5.9554
2004	5.9774	5.4676	6.3047	5.4580
2005	6.0298	6.3241	6.3917	5.5061
2006	5.9118	5.6614	6.3082	5.5929
2007	5.4103	5.0753	5.7806	5.0132

**CAPITALIZATION AND INDEBTEDNESS**

Not applicable.

**REASONS FOR THE OFFER AND USE OF PROCEEDS**

Not applicable.

**RISK FACTORS****Forward-looking Statements**

The information set forth in this annual report on Form 20-F contains forward-looking statements as the term is defined in the U.S. Private Securities Litigation Reform Act of 1995.

This in particular relates to information included under the headings "Off-Balance Sheet Arrangements" and "Tabular Disclosure of Contractual Obligations" under Item 5 and in the Company's *Annual Report 2007*, including under the headings "Risk Management", "Management report and discussion 2007" and note 31 "Financial Risk" with reference to plans, forecasts, expectations, strategies, projections and assessment of risks.

Words such as "believe", "expect", "may", "will", "plan", "strategy", "prospect", "foresee", "estimate", "project", "anticipate", "can", "intend" are forward-looking statements.

Examples of such forward-looking statements include, but are not limited to:

<sup>2</sup> The average exchange rate is calculated by using the exchange rate on the last day of each month according to Danmarks Nationalbank's daily official exchange rates.

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statements of plans, objectives or goals for future operations including those related to Novo Nordisk's products, product research, product introductions and product approvals as well as co-operations in relation thereto  
statements containing projections of revenues, income (or loss), earnings per share, capital expenditures, dividends, capital structure or other net financials  
statements of future economic performance  
statements of the assumptions underlying or relating to such statements.

These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Moreover, such statements are not guarantees of future results. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Novo Nordisk cautions that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements.

Factors that may affect future results include, but are not limited to, interest rate and currency exchange rate fluctuations, delay or failure of development projects, interruptions of supplies and production, product recall, pressure on insulin prices, unexpected contract breaches or terminations, government-mandated or market driven price decreases for Novo Nordisk's products, introduction of competing products, Novo Nordisk's ability to successfully market current and new products, exposure to product liability and legal proceedings and investigations, changes in reimbursement rules and governmental laws and related interpretation thereof, perceived or actual failure to adhere to ethical marketing practices, developments in international activities, which also involve certain political risks, investments in and divestitures of domestic and foreign companies and unexpected growth in costs and expenses.

Forward-looking statements speak only as of the date they were made and, unless required by law, Novo Nordisk is under no duty and undertakes no obligation to update or revise any of them, after the distribution of this annual report, whether as a result of new information, future events or otherwise.

#### ITEM 4 INFORMATION ON THE COMPANY

##### **HISTORY AND DEVELOPMENT OF THE COMPANY**

Novo Nordisk A/S was formed in 1989 by a merger of two Danish companies, Nordisk Gentofte A/S and Novo Industri A/S. Novo Industri A/S was the continuing company and its name was changed to Novo Nordisk A/S. The business activities of Nordisk Gentofte A/S were established in 1923 by August Krogh, H. C. Hagedorn and A. Kongsted, and the business activities of Novo Industri A/S were established in 1925 by Harald and Thorvald Pedersen. The business of both companies from the beginning was production and sale of insulin for the treatment of diabetes. After spinning off an industrial enzyme business into the separate company Novozymes A/S in November 2000 Novo Nordisk A/S today is a focused healthcare company.



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Legal name: Novo Nordisk A/S  
Commercial name: Novo Nordisk  
Domicile: Novo Allé 1, DK-2880 Bagsværd, Denmark  
Tel: +45 4444 8888  
Fax: +45 4449 0555  
Website: [www.novonordisk.com](http://www.novonordisk.com)

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(The contents of this website are not incorporated by reference into this Form 20-F.)

Date of incorporation: 28 November 1931  
Legal form of the Company: A Danish limited liability company  
Legislation under which  
the Company operates: Danish law  
Country of incorporation: The Kingdom of Denmark

**Important events in 2007**

Reference is made to Business results , pages 8 19 in our *Annual Report 2007* for a list of important events in 2007.

**Capital expenditure in 2007, 2006 and 2005**

The total net capital expenditure for property, plant and equipment was DKK 2.3 billion in 2007 compared with DKK 2.8 billion in 2006 and DKK 3.7 billion in 2005. The lower level of capital expenditure in 2007 compared to the previous two years was primarily related to lower overall investment needs and completion of a number of investments in Denmark, the U.S. and Brazil.

Investments in 2007 were mainly related to capacity expansion within the diabetes care area, increasing the capacity for modern insulin, insulin formulation and filling as well as insulin delivery devices and GLP-1 analogue. The investments are financed internally. No significant divestments took place in the period 2005-2007.

Novo Nordisk expects to invest around DKK 2.5 billion in fixed assets in 2008. The expected level of investment in 2008 is primarily related to the construction of additional assembly capacity for disposable devices.

**Public takeover offers in respect to the Company s shares**

No such offers have occurred during 2007 or 2008 to date.

**BUSINESS OVERVIEW**

Novo Nordisk is a healthcare company and a world leader in diabetes care. The company has one of the broadest diabetes product portfolios in the industry, including advanced products in the area of insulin delivery systems. In addition, Novo Nordisk has a leading position in areas such as haemostasis management, growth hormone therapy and hormone replacement therapy. Novo Nordisk manufactures and markets pharmaceutical products and services that make a significant difference to patients, the medical profession and society. Headquartered in Denmark, Novo Nordisk employs approximately 26,000 employees in 79 countries and markets its products in approximately 179 countries.

**Segment information**

Novo Nordisk is engaged in the discovery, development, manufacturing and marketing of pharmaceutical products and has two business segments: diabetes care and biopharmaceuticals. The diabetes care segment covers Novo Nordisk s insulin franchise including modern insulins, human insulins, insulin-related sales and oral antidiabetic drugs (OADs). The biopharmaceuticals segment covers the therapy areas haemostasis management, growth hormone therapy, hormone replacement therapy, inflammation therapy and other therapy areas.

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For information on sales by business and geographic segment, reference is made to *Annual Report 2007* Note 4 Segment information .

#### **Seasonality**

Sales of individual products in individual markets may be subject to fluctuations from quarter to quarter. However the Company's consolidated operating results have not been subject to significant seasonality.

#### **Raw materials**

As a focused healthcare company the impact on the overall profitability of Novo Nordisk from variations in raw material prices is unlikely to be significant. No raw material supply shortage has had a significant impact on the Company's ability to supply the market. The Company's production is largely based on common and readily available raw materials with relatively low price volatility. Certain specific raw materials are, however, less available. For these raw materials, it is the policy of Novo Nordisk to develop close and long-term relationships with key suppliers as well as to secure dual sourcing whenever possible and when relevant maintain a minimum safety level of raw material inventories.

#### **Marketing and competition**

Novo Nordisk's insulin and other pharmaceutical products are marketed and distributed through subsidiaries, distributors and independent agents with responsibility for specific geographical areas. The most important markets are the United States, Japan and the major European countries. Key emerging markets such as China, Russia, India and Turkey are increasingly adding to growth.

Market conditions within the pharmaceutical industry continue to change, including efforts by both private and governmental entities to reduce or control costs in specific therapeutic areas.

Historically, the market for insulin has been more sensitive to quality of products and services than to price. Most of the countries in which Novo Nordisk sell insulin subsidize or control pricing. In most markets insulin is a prescription drug.

The Company enters into numerous contracts with customers, suppliers, agents and industry partners. Some of the most important contracts include: in- and out-licensing of patent rights, products and development projects, co-promotion and co-development agreements, large tender orders and long-term sub-supplier agreements.

New manufacturing processes, efficient quality systems and innovative research and development are all important competitive factors that affect the Company.

Several of the major international pharmaceutical companies have entered the diabetes market, specifically in the area of oral products for treatment of type 2 diabetes. The insulin market has few producers and Novo Nordisk, Eli Lilly and Sanofi-Aventis are the only three global companies.

#### **Patents**

Novo Nordisk strives for the strongest possible protection for those inventions which will maintain and expand the competitiveness of the Company.

The Company anticipates that the expiration of certain patents could impact sales within the next five years. However, with the continuing transition from human insulins to modern insulins, an increasing proportion of Novo Nordisk's sales in major markets are protected by patents. The patents covering modern insulins expire in 2011 and beyond. Furthermore, NovoSeven® sales are patent protected in the U.S. until 2010 and in Europe until 2011. Sales of Prandin®/NovoNorm®, an oral antidiabetic drug, may become exposed to generic competition when the patent expires from 2009.

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Like other companies engaged in production based upon rDNA technology, Novo Nordisk has obtained licenses under various patents which entitle the Company to use processes and methods of manufacturing covered by such patents.

#### **Impact of regulation**

As a pharmaceutical company, Novo Nordisk depends on government approvals related to production, development, marketing and reimbursement of its products. Important regulatory bodies include the United States Food and Drug Administration and the European Medicines Agency. Treatment guidelines from non-governmental organizations like the European Association for the Study of Diabetes and the American Diabetes Association may also impact the Company.

#### **ORGANIZATIONAL STRUCTURE**

For information regarding the organizational structure and securities exchange listings of Novo Nordisk A/S, reference is made to the sections Corporate governance on pages 42-44 and Shares and capital structure on pages 49-50 in the *Annual Report 2007*.

Reference is made to the section Shareholder information on pages 49-50 in the *Annual Report 2007* regarding the parent company Novo A/S and the Novo Nordisk Foundation and the ownership structure.

Companies in the Novo Nordisk Group are listed in the Company's *Annual Report 2007* on pages 100-101. Companies in the Novo Nordisk Group.

#### **PROPERTY, PLANT AND EQUIPMENT**

The Company is headquartered in Bagsværd, Denmark where the Company occupies several office buildings.

The Company's major research and development facilities are located at a number of sites in Denmark.

The major production facilities owned by the Company are located at a number of sites in Denmark, and the international production or processing facilities are located in the United States, France, Japan, China and Brazil.

The Company believes that its current production facilities including facilities under construction are sufficient to meet its capacity requirements. Please refer to the sections Capital expenditure in 2007, 2006 and 2005 under Item 4 for more information about the current expansion programmes. For the nature of the Company's property, plant and equipment, as of 31 December 2006 and 2007, please see Note 15 in our *Annual Report 2007*.

Reference is made to Note 4 in our *Annual Report 2007* regarding the location of the property, plant and equipment as of 31 December 2006 and 2007.

By the end of 2007 property, plant and equipment include several production sites worldwide. There are no material encumbrances on the properties. Active pharmaceutical ingredient production is mainly located in Denmark, primarily in Kalundborg and secondarily in Hillerød, Bagsværd and Gentofte. Below is a tabular presentation of the production sites.

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Major production facilities	Size of site, square meters	Major activities
Kalundborg, Denmark	139,000	Active pharmaceutical ingredients for diabetes and products for diabetes Active pharmaceutical ingredients for haemostasis management.
1. Diabetes, 2. Factor VII Production		
Hillerød, Denmark	88,000	Durable devices and components for disposable devices. Products for diabetes. Active pharmaceutical ingredients for haemostasis management.
1. Devices Manufacturing and Sourcing		
2. Diabetes 3. Factor VII Production		
Montes Claros, Brazil	41,000	Products for diabetes
Gentofte, Denmark	41,000	Products for growth hormone therapy, glucagon, haemostasis management and active pharmaceutical ingredients for glucagon and growth hormone therapy.
Clayton, North Carolina, U.S.	40,000	Products for diabetes.
Chartres, France	33,000	Products for diabetes.
Måløv, Denmark	23,000	Products for hormone replacement therapy Products for Oral Anti Diabetes treatment.
Bagsværd, Denmark	20,000	Products for diabetes.
Tianjin, China	12,000	Products for diabetes. Durable devices.
Hjørring, Denmark	11,000	Production of needles
Koriyama, Japan	8,000	Packaging of products for the Japanese market.
Værløse, Denmark	6,000	Products for growth hormone therapy.

Capacity for meeting the growing demand in the future for the modern insulin products No-voRapid<sup>®</sup>/NovoLog<sup>®</sup>, NovoMix<sup>®</sup>/NovoLogMix<sup>®</sup> and Levemir<sup>®</sup> is in place.

Capacity for Liraglutide, a once-daily GLP-1 analogue, has finalized qualification and is currently ramping up in preparation for expected launch in 2009.

An expansion project in Montes Claros, Brazil, has been completed and is currently ramping up to ensure adequate capacity to meet the growing demand for Penfill<sup>®</sup>. The expansion project to establish FlexPen<sup>®</sup> assembly and packaging capacity in Montes Claros is currently ongoing.

Major production sites worldwide are certified according to the international standard ISO 14001 (Environmental Management Standard). The goal is to pursue control of significant environmental impacts of the Company's operations worldwide. In 2008 all the production sites will also pursue OH-SAS 18001 certification (Health & Safety). In 2005, a corporate CO<sub>2</sub> strategy covering the years 2005-2014 was developed with the aim to reduce CO<sub>2</sub> emissions globally. By 2014, Novo Nordisk plans to reduce its CO<sub>2</sub> emissions by 10% compared to 2004 emission levels. This is an ambitious target for the company's climate strategy, considering that Novo Nordisk emissions would increase by an estimated 60-70% in the absence of emission reduction programmes. The target has been defined in an agreement with the World Wildlife Fund (WWF), which makes Novo Nordisk the 10<sup>th</sup> company in the world to become a member of the Climate Savers Programme that today has 12 members.

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**UNRESOLVED STAFF COMMENTS**

None.

ITEM 5 OPERATING AND FINANCIAL REVIEW AND PROSPECTS

**CRITICAL ACCOUNTING ESTIMATES**

Reference is made to Note 1 Summary of significant accounting policies and Note 3 regarding Critical accounting estimates and judgements in our *Annual Report 2007*.

**NEW ACCOUNTING PRONOUNCEMENTS**

Reference is made to Note 1 Summary of significant accounting policies in our *Annual Report 2007*.

**OPERATING RESULTS**

The following discussion includes certain forward-looking statements. Such forward-looking statements are subject to a number of risk factors, including material risks, uncertainties and contingencies which could cause actual results to differ materially from the forward-looking statements. For a discussion of important factors that could cause actual results to differ materially from the forward-looking statements, see the discussion under the caption "Risk factors" contained under Item 3.

The condition and development in the financial conditions of the Group are described in our *Annual Report 2007* and our *Annual Report 2006*. The information in this section is based on these reports and should be read in conjunction with our annual reports. The analysis and discussions included in our annual reports are primarily based on the financial statements which, from 1 January 2004 are prepared in accordance with International Financial Reporting Standards.

**2007 compared with 2006**

The following portions of our *Annual Report 2007* constitute the Board of Directors and Executive Management's discussion and analysis of results of operations (incorporated herein by reference):

Business results (pages 8-19)

**2006 compared with 2005**

The following portions of our *Annual Report 2006* constitute the Board of Directors and Executive Management's discussion and analysis of results of operations (incorporated herein by reference):

Management report and discussion (pages 8-15)

**Segment information**

The segmented reporting is based on two business segments "Diabetes care" and "Biopharmaceuticals". Please refer to Note 4 in our *Annual Report 2007* for details on segmented results.

**Inflation**

Inflation for the three most recent fiscal years has not had a material impact on the Group's net sales and revenues or on net profit.

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### **Foreign currencies**

The major part of Novo Nordisk's sales is in foreign currencies, mainly EUR, USD, JPY and GBP. The predominant part of the production costs and research and development costs, though, are in DKK. As a consequence, Novo Nordisk has significant exposure to foreign exchange risks and engages in significant hedging activities, where the most significant exposure and hedging are related to USD, JPY and GBP. For further description of foreign currency exposure and hedging activities, please see the description of Derivative financial instruments in Note 35 in our *Annual Report 2007*.

### **Governmental policies**

Please refer to pages 8-9 Business strategy, opportunities and key risks in our *Annual Report 2007* for a description of pressure on health care costs.

## **LIQUIDITY AND CAPITAL RESOURCES**

Novo Nordisk maintains a centralized approach to the management of the Group's financial risks. The overall objectives and policies for Novo Nordisk's financial risk management are outlined in the Novo Nordisk Treasury Policy, which is approved by the Board of Directors. The Treasury Policy governs the Group's use of financial instruments, please refer to Item 11.

### **Financial resources**

It is part of Novo Nordisk's Treasury Policy to maintain sufficient financial resources for its present working capital. At 31 December 2007, the Group's DKK 13,560 million of financial resources consisted of cash and cash equivalents of DKK 4,617 million, bonds with original term to maturity of more than three months of DKK 1,486 million and of undrawn committed credit facilities of DKK 7,457 million. The undrawn committed credit facilities consist of a EUR 600 million and a EUR 400 million facility committed by a number of Danish and international banks. These facilities mature in 2012 and 2009, respectively. Cash and cash equivalents consist primarily of bank deposits and short-term government bonds. The Group had long-term debt of DKK 961 million at 31 December 2007.

### **Cash flow**

Cash flow from operating activities for 2007 amounted to DKK 9,987 million compared to DKK 7,738 million in 2006. The increase is primarily explained by higher net profit and lower tax payments. Please refer to the consolidated cash flow in Item 17.

There are no material restrictions on the ability of subsidiaries to transfer funds to the Company.

### **Debt financing**

Debt financing is obtained in DKK and in foreign currencies. Please refer to Notes 22 and 26 in our *Annual Report 2007* for information on currency structure, interest rate structure and maturity profile.

Furthermore, Novo Nordisk's Japanese subsidiary has asset securitization programs with two credit institutions. Under these asset securitization programs, the majority of the trade receivables in the Japanese subsidiary are sold to accelerate the receipt of cash related to those receivables. On part of the sold receivables, Novo Nordisk has issued a credit guarantee of up to 15% of the sold trade debtors. The credit guarantee is recognized in the balance sheet. For the Novo Nordisk Group these programs are not of material importance for liquidity.

### **Financial instruments**

Novo Nordisk does not enter into speculative positions and only hedges commercial exposure. The financial instruments used in conjunction with the Group's financial risk management include currency forwards, currency options, interest rate swaps and cross-currency swaps. Short- and long-term debt as well as money-market deposits are also used in the financial risk management. Please refer to Note 35 in our *Annual Report 2007* for further information on financial instruments including currency and interest rate structure.

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**Commitments for capital expenditure etc.**

Contractual obligations for capital expenditure and other contingent liabilities at 31 December 2007 and 31 December 2006 are shown in Note 36 of the consolidated financial statements in our *Annual Report 2007*. The Group has overall contractual obligations related to investments in fixed assets of DKK 84 million compared to DKK 64 million in 2006.

Additionally, the Group has contractual obligations of DKK 2,471 million relating to research and development projects, compared to DKK 2,313 million in 2006. Please refer to Note 36 in our *Annual Report 2007* for a description of these commitments and other contingencies. The Executive Management of the Group believes that the obligations are covered by the Group's financial resources as well as expected future cash flows generated from operating activities.

**RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES, ETC.**

Novo Nordisk's research activities utilize biotechnological methods based on genetic engineering, advanced protein chemistry and protein engineering. These methods have played a key role in the development of the production technology which is used in the manufacturing of insulin, recombinant factor VIIa, human growth hormone and glucagon.

Novo Nordisk's research and development facilities are mainly located in Denmark, but development activities also take place in other countries. The focus of Novo Nordisk's research and development is therapeutic proteins.

Research and development costs during 2007 were DKK 8.5 billion or 20.4% of sales of which DKK 1.3 billion were related to the discontinuation of AERx®. Research and development costs in 2006 and 2005 were DKK 6.3 billion or 16.3% of sales and DKK 5.1 billion or 15.1% of sales, respectively. Novo Nordisk's research and development organization comprised approximately 4,000 employees at the end of 2007.

Information related to selected research and development projects can be found on pages 16-19 in the *Annual Report 2007*.

**TREND INFORMATION**

As a pharmaceutical company Novo Nordisk has benefited from changes in demographics such as the increasing share of elderly people. Moreover, the growing problem of obesity is resulting in a significant increase in the number of people with diabetes. According to the International Diabetes Federation, the number of people with diabetes is expected to increase to 380 million by 2025 from 246 million in 2007. Diabetes care is Novo Nordisk's largest segment comprising approximately 73% of sales. The epidemic growth in the number of people with diabetes, a continuing transition from human insulins to modern insulins and new delivery devices as well as market share gains are driving Novo Nordisk's growth of the diabetes care segment.

The other segment of the Company is biopharmaceuticals, which consists of haemostasis management, growth hormone therapy and other biopharmaceutical products. Within haemostasis management the penetration of NovoSeven® continued in 2007. The growth hormone therapy franchise benefited from further penetration and increasing market share of the liquid, ready to use growth hormone formulation Norditropin®.

For further information on trends please refer to the section "Business results" on pages 8-19 in the *Annual Report 2007*. Information about the expectations for the financial year 2008 can be found on page 15 in the subsection "Outlook for 2008".

[Back to Contents](#)**OFF-BALANCE SHEET ARRANGEMENTS**

Novo Nordisk has an off-balance sheet arrangement which is a credit guarantee in connection with an asset securitization.

Novo Nordisk's Japanese subsidiary has asset securitization programs with two external credit institutions. Please refer also to Item 5 Debt financing.

DKK million	2004	2005	2006	2007
Sold trade receivables with credit guarantee	1,398	1,563	1,515	1,270
Credit guarantee	61	112	100	96

For further information on contingencies, reference is made to Note 36 in our *Annual Report 2007*.

**TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS**

Contractual obligations DKK million	Payments due by period				Total
	Less than 1 year	1-3 years	3-5 years	More than 5 years	
Long-term debt	153	0	457	504	1,114
Interest payments related to Long-term debt <sup>1)</sup>	47	68	61	122	298
Operating leases	728	1,053	667	720	3,168
Defined benefit plan	0	0	0	362	362
Purchase obligations	1,444	154	120	300	2,018
<b>Total</b>	<b>2,372</b>	<b>1,275</b>	<b>1,305</b>	<b>2,008</b>	<b>6,960</b>
Research and development obligations <sup>2)</sup>	1,530	941	0	0	2,471
<b>Total incl. R&amp;D obligations</b>	<b>3,902</b>	<b>2,216</b>	<b>1,305</b>	<b>2,008</b>	<b>9,431</b>

1) Forward curves for interest rates at 31 December, 2007 have been used to compute the contractual obligation for interest on variable rate debt instruments and swaps.

2) Obligations related to R&D contain uncertainties in relation to the due period of payments as a proportion of the obligations are dependent on milestone achievements. The due periods disclosed are based on management's best estimate.

**Safe Harbor**

Not applicable.

## ITEM 6 DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

**DIRECTORS AND EXECUTIVE MANAGEMENT**

Reference is made to pages 46-47 in our *Annual Report 2007* for name, position, date of birth and period of service as director for the members of the Board of Directors.

Reference is made to page 48 for name, position, date of birth, year of appointment and year of joining Novo Nordisk for the members of Executive Management.

The Board of Directors has the overall responsibility for the affairs of the Company. The Board ordinarily meets seven times a year for the purpose of dealing with the principal issues of the Company's business and to establish and review general policies for the conduct of the Company's business.



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The business address of the Board of Directors and Executive Management is Novo Nordisk A/S, Novo Allé 1, DK-2880 Bagsværd, Denmark.

The activities of the directors and members of Executive Management outside the Company are included in our *Annual Report 2007* on pages 46-48.

There are no family relationships between the Board of Directors, Executive Management or between any of the members of the Board of Directors and any member of Executive Management. No director or member of Executive Management is elected according to an arrangement or understanding with customers, suppliers or others. As required by the Danish Companies Act, directors are elected at General Meetings by simple majority vote. In addition, four employee representatives are elected for four year terms by the employees in the Danish companies.

**COMPENSATION**

Reference is made to the section Executive remuneration on pages 44-45 and Notes 33 and 34 in our *Annual Report 2007* regarding compensation.

**BOARD PRACTICES**

Reference is made to our *Annual Report 2007* page 42-44, regarding board practices.

**EMPLOYEES**

Reference is made to the section titled Summary of financial data 2003-2007 pages 102-103 in our *Annual Report 2007* regarding the total number of full-time employees in Novo Nordisk at year-end for the years 2003-2007.

<b>Employees</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>
Employees outside Denmark as a percentage of total number of employees	39%	41%	45%	47%	51%

Executive Management believes that the Company has a good relationship with its employees in general and with the labor unions of the Novo Nordisk employees.

Novo Nordisk believes that the current personnel policy results in low staff turnover, high morale, and ease in recruiting new employees. The Company has not experienced any significant labor disputes.

**SHARE OWNERSHIP**

Since 1998, Novo Nordisk has established share based incentive schemes for Executive Management and other key executives of the Company and its affiliates. The share based incentive schemes provide for annual grants contingent on the fulfillment of performance and shareholder value related goals based on long-term financial and non-financial targets. For information on the Board of Directors and Executive Management's individual holdings of share options, exercise of options and granting of shares, please refer to Note 34 in our *Annual Report 2007*. The members of the Board of Directors and Executive Management and key management executives in the aggregate hold less than one percent of the beneficial ownership of the company.

For information on the Board of Directors and Executive Management's individual holdings of and trading in Novo Nordisk shares during 2007, please refer to Note 34 in our *Annual Report 2007*. As of 30 January 2008 the Board of Directors and Executive Management owned 101,224 B shares.

In addition Executive management as a group owns approximately 40% of the share bonus pool established for the years 2004-2007. The total pool consists of 912,659 shares.

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The total number of options to acquire B shares held by Executive Management and Board of Directors as of 30 January 2008 equals 280,500 and the specific conditions can be summarized as follows:

<u>Share option plan *)</u>	<u>Number of options held</u>	<u>Exercise price</u> <u>(DKK)</u>	<u>Exercise period</u>
2000 Ordinary	46,000	198	02.22.2004 02.21.2009
2001 Ordinary	72,500	332	02.08.2005 02.07.2010
2003 Ordinary	120,000	195	02.06.2007 02.05.2012

\*) Kurt Anker Nielsen, member of the Board of Directors has share options in Novo Nordisk, issued by Novo A/S. At the end of 2007 42,000 of these options were outstanding 20,000 (1999 ordinary) and 22,000 (2000 ordinary).

For a full description of individual holdings and exercise of stock options, please refer to Notes 33 and 34 in our *Annual Report 2007*.

In the period from 1 January 2008 until 30 January 2008, no B shares were sold or purchased by the members of the Board of Directors or Executive Management, and no options have been exercised. The internal rules on trading in Novo Nordisk securities by members of the Board of Directors and Executive Management only permit trading in the 15 calendar-day period following each quarterly announcement.

## ITEM 7 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### MAJOR SHAREHOLDERS

The total share capital of the Company is split in two classes, A shares and B shares, each with different voting rights. The A shares have 10 votes per DKK 1 of the A share capital and the B shares have one vote per DKK 1 of the B share capital.

All of the A shares of the Company are held by Novo A/S, a wholly-owned subsidiary of the Novo Nordisk Foundation (the Foundation). As of 31 December 2007, the A shares represented approximately 67.5% of the votes exercisable at the Annual General Meeting. Treasury shares have no votes at the Annual General Meeting.

The Foundation is a self-governing and self-owned organization whose main purposes are to be a stable base for the business and research activities of the subsidiaries of Novo A/S, and to support medical research and other scientific, humanitarian and social objectives.

Novo A/S was established in September 1999 with a contribution in kind of interest-bearing securities from the Foundation. In December 1999, the Foundation contributed its total holdings of A and B shares in Novo Nordisk A/S to Novo A/S in return for shares in Novo A/S. The purpose of Novo A/S is to administer its portfolio of securities and minority capital interests and to administer and vote on the A shares and B shares in Novo Nordisk A/S, thereby creating a satisfactory financial return for the Foundation.

Under its statutes (Articles of Association), the Foundation is governed by a Board of Governors, which must be comprised of at least six and not more than 12 members, and at least two members must have a medical or scientific background. Members of the Foundation's Board of Governors are typically nominated by the chairman and elected by a two-thirds vote of the elected members. Any member may be removed by unanimous vote of the other members of the Foundation's Board of Governors. In addition, employee representatives are elected for four-year terms by the employees of the subsidiaries of the Foundation, in accordance with Danish law, which provides that the employees of the Danish subsidiaries are entitled to be represented by at least half of the number of members who have themselves been elected under the Articles of Association. No person or entity exercises any kind of formal influence over the Foundation's Board. The Foundation's Board currently consists of nine persons, three of whom are also members of the Board of Directors of Novo Nordisk A/S (Kurt Anker Nielsen, Stig Strøbæk and Søren Thuesen Pedersen).

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Under its statutes, Novo A/S is governed by a Board of Directors, which must be comprised of at least three and not more than six members who are elected annually by shareholder vote. According to the Foundation's statutes, its Board of Governors can and shall provide for members of its own Board of Governors to be elected to Novo A/S Board of Directors. Novo A/S's Board of Directors currently has four members, with two directors who are also members of the Board of the Foundation (Ulf Jo-hansson and Jørgen Boe) and one director who is also a member of the Board of Directors of Novo Nordisk A/S (Göran Ando). The Chairman of the Foundation's Board of Governors serves as the Chairman of Novo A/S Board of Directors.

According to the statutes, the Foundation, in exercising its voting rights through Novo A/S at Novo Nordisk A/S General Meetings, must vote with regard for what's in Novo Nordisk's best interest. A shares held by Novo A/S cannot be sold or be subject to any disposition so long as the Foundation exists. The dissolution of the Foundation or any change in its objectives requires the unanimous vote of the Foundation's Board of Governors. Other changes in the Foundation's statutes require the approval of two-thirds of the members of the Foundation's Board of Governors. In addition, changes in the Foundation's statutes require approval of the Danish Foundation Authorities. According to the statutes, the Foundation is required to maintain material influence over Novo Nordisk A/S and its majority vote in Novo A/S.

The B shares of the Company are registered with Værdipapir Centralen (VP Securities Services) and are not represented by certificates. Generally, Værdipapir Centralen does not provide the Company with information with respect to registration. However, set forth below is information as of 30 January 2008 with respect to (a) any shareholder who is known to the Company to be the owner of more than 5% of any class of the Company's securities and (b) the total amount of any class owned by the directors and Executive Management as a group:

<b><u>Title of class</u></b>	<b><u>Identity of person or group</u></b>	<b><u>Shares owned</u></b>	<b><u>Percent of class</u></b>	<b><u>Percent of total votes</u></b>
A shares	Novo A/S	107,487,200 <sup>3</sup>	100.00	67.52
B shares	Novo A/S	57,487,600	10.66	3.61
B shares	The Capital Group Companies Inc.	93,507,562	17.33	5.87
B shares	Novo Nordisk A/S and affiliates (treasury shares)	25,815,130	4.79	0.00
B shares	Board of Directors and Executive Management	101,224	0.02	0.01

In January 2006, Novo Nordisk announced a share buy-back scheme of DKK 6 billion. At the end of 2006, 14,937,914 shares corresponding to DKK 3 billion had been repurchased. In January 2007, Novo Nordisk announced an increase by DKK 4 billion in the ongoing DKK 6 billion share repurchase programme, bringing the total value of the share repurchase programme to DKK 10 billion. In January 2008 Novo Nordisk announced a further increase by DKK 6.5 billion bringing the total value of the share purchase programme to DKK 16.5 billion.

In 2007 15,537,012 shares corresponding to DKK 4.8 billion have been repurchased. The programme is now expected to be finalised by the end of 2009.

<sup>3</sup> The number of A shares is calculated as an equivalent of the trading size (DKK 1) of the listed B shares but is not formally divided into number of shares. The A shares are not listed on any stock exchange.

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After the shareholders' approval at the Annual General Meeting on 7 March 2007 of the proposed reduction of the company's share capital, 26,960,000 shares were cancelled in June, reducing the number of treasury shares accordingly.

As the B shares are in bearer form, it is not possible to give an accurate breakdown of the holdings and number of shareholders per country. It is, however, estimated that approximately 43% of the B share capital was held in Denmark at the end of 2007. Approximately 30% of the B share capital is estimated to be held in North America. The estimated total number of shareholders is more than 100,000 of which more than 60,000 are estimated to be Danish residents and more than 20,000 to be resident in the United States of America.

#### **RELATED PARTY TRANSACTIONS**

Related parties are considered to be the Novo Nordisk Foundation, Novo A/S, the Novozymes Group (due to shared controlling shareholder, Novo A/S), associated companies, the Board of Directors and officers of these entities and Management of Novo Nordisk. Novo Nordisk has access to certain assets of and can purchase certain services from Novo A/S and the Novozymes Group and vice versa. All agreements relating to such assets and services are based on the list prices used for sales to third parties where such list prices exist, or the price has been set at what is regarded as market price. The material terms of these agreements are renegotiated annually.

In 2007 Novo Nordisk A/S acquired 6,874,800 B-shares, worth DKK 2.1 billion, from Novo A/S as part of the ongoing DKK 10 billion share repurchase program. The transaction price was DKK 304.07 per share and was calculated as the average market price from 3 August to 9 August 2007 in the open window, following the announcement of the financial results for the second quarter of 2007.

In August 2006 Novo Nordisk A/S acquired 9,044,924 B-shares, worth DKK 1.8 billion, from Novo A/S as part of the ongoing DKK 10 billion share repurchase program. The transaction price was DKK 202.90 per share and was calculated as the average market price from 3 August to 17 August 2006 in the open window, following the announcement of the financial results for the second quarter of 2006.

In May 2005 Novo Nordisk A/S acquired 4,278,236 B-shares, worth DKK 0.6 billion, from Novo A/S as part of the ongoing share repurchase program. The transaction price was DKK 150.90 per share and was calculated as the average market price from 29 April to 13 May 2005 in the open window, following the announcement of the financial results for the first quarter of 2005.

Related party transactions in 2007, 2006 and 2005 are primarily payments for services provided between the Novo Nordisk Group and the Novozymes Group and transactions with associated companies. The financial impact of these transactions is limited.

Since 31 December 2007, in 2007, 2006 and 2005 there have been no significant transactions with related parties out of the ordinary course of business. For further information please refer to Note 33 in our *Annual Report 2006* and Note 32 in our *Annual Report 2007*.

There have not been and are no loans to the Board of Directors or Executive Management in 2005, 2006 and 2007.

#### **INTERESTS OF EXPERTS AND COUNSEL**

Not applicable.

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## ITEM 8 FINANCIAL INFORMATION

**CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION**

See Item 17, Financial statements for information on balance sheet, income statement, changes in shareholders' funds, cash flow statement, related notes, etc., including comparative figures.

For information on net turnover by business segments and geographic segments, see Item 4, Business overview.

**Dividend policy**

At the Annual General Meeting on 12 March 2008, the Board of Directors will propose a dividend of DKK 4.50 per share. No dividends will be paid on the Company's holding of its treasury shares. It is the intention of the Board of Directors that, the payout ratio of Novo Nordisk shall be at the level of comparable companies.

**Legal proceedings**

Reference is made to Note 36 in the Annual Report 2007 regarding legal proceedings.

**Significant changes**

Reference is made to Note 36 in the Annual Report 2007 for significant events after the balance sheet date. For information on important events in the financial year of 2007, please refer to Important events in 2007 under Item 4.

## ITEM 9 THE OFFER AND LISTING

**Offer and listing details**

The table below sets forth for the calendar periods indicated, in the first two columns, high and low prices for the B shares as reported by the Copenhagen Stock Exchange and, in the third and fourth columns, high and low ADR prices as reported by the New York Stock Exchange.

Following the change in trading units as of 3 December 2007, all quotes are restated to reflect the new trading unit of DKK 1 per B share and a ratio of B shares to ADRs of 1:1.

	<b>DKK per B share</b>		<b>USD per ADR</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
2003	126	87	20.62	12.55
2004	166	115	27.64	19.52
2005	178	141	30.05	24.03
2006	240	170	42.33	27.40
2007	349	231	68.73	38.84
<b>2006</b>				
1st Quarter	198	170	31.97	27.40
2nd Quarter	203	172	34.16	28.83
3rd Quarter	220	180	37.67	30.51
4th Quarter	240	212	42.33	35.71
<b>2007</b>				
1st Quarter	267	231	46.66	38.84
2nd Quarter	303	251	54.92	45.06
3rd Quarter	325	281	60.75	50.26
4th Quarter	349	291	68.73	56.17

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July 2007	312	281	56.65	51.29
August 2007	313	282	57.93	50.26
September 2007	325	296	60.75	55.90
October 2007	326	291	62.45	56.17
November 2007	325	306	65.11	60.17
December 2007	349	323	68.73	64.81
1-26 January 2008	339	305	66.38	60.35

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**PLAN OF DISTRIBUTION**

Not applicable.

**MARKETS**

The Company's share capital consists of A shares and B shares. As described above, the A shares are owned by the Novo Nordisk Foundation through its wholly owned company Novo A/S and are not listed or traded on any stock exchange. The B shares have been publicly traded since 1974 and have been listed on the OMX Nordic Exchange Copenhagen since that time and on the London Stock Exchange since 1978. The Copenhagen Stock Exchange is the principal trading market for the B shares.

American Depositary Receipts ( ADRs ) representing the B shares, as evidenced by American Depositary Receipts issued by JP Morgan Chase Bank of New York, as the Depositary, have been listed on the New York Stock Exchange since 1981. As of 31 December 2007, 32,122,494 B share equivalents (representing 6.3% of the outstanding B shares, adjusted for the treasury shares) were held in the form of ADRs.

**SELLING SHAREHOLDERS**

Not applicable.

**DILUTION**

Not applicable.

**EXPENSES OF THE ISSUE**

Not applicable.

ITEM 10 ADDITIONAL INFORMATION

**SHARE CAPITAL**

Not applicable.

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### **MEMORANDUM AND ARTICLES OF ASSOCIATION**

At the Annual General Meeting 8 March 2007, it was decided to make a reduction of the company's B share capital from DKK 566,432,800 to DKK 539,472,800. The company's share capital hereafter 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. A new article 8.5 was adopted stating:

The Board of Directors may decide that a General Meeting shall be conducted in the English language. All documents, which shall be made available for the shareholders, shall be available in Danish as well the English language. The Board of Directors shall secure that the Danish shareholders, attending a General Meeting, can participate in the General Meeting in Danish.

All other articles remain unchanged.

### **MATERIAL CONTRACTS**

There have been no material contracts outside the ordinary course of business. For a description of other contracts please see the description under Item 4 - Important events .

### **EXCHANGE CONTROLS**

There are no governmental laws, decrees, or regulations in Denmark (including, but not limited to, foreign exchange controls) that restrict the export or import of capital, or that affect the remittance of dividends, interest or other payments to non-resident holders of the B shares or the American Depositary Receipts.

There are no limitations on the right of non-resident or foreign owners to hold or vote the B shares or the American Depositary Receipts imposed by the laws of Denmark or the Articles of Association of the Company.

### **TAXATION**

The following summary outlines certain U.S. and Danish tax consequences to holders of ADRs or B shares who are citizens or residents of the United States under the current Convention between the Government of the United States of America and the Government of the Kingdom of Denmark for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (the Current Convention ).

For purposes of the United States Jobs and Growth Tax Relief Reconciliation Act of 2003 (P-L. 108-27, 117 Stat. 752) and the Internal Revenue Code of 1986, as amended (the US Code ), and the Current Convention, the holders of ADRs will be treated as the owners of the underlying B shares.

Under the traditional Danish tax procedure, withholding tax is deducted from dividend payments to U.S. residents and corporations at a 28% rate, the rate which is generally applicable to non-residents in Denmark without regard to eligibility for a reduced treaty rate. Under the Current Convention, however, the maximum rate of Danish tax which may be imposed on a dividend paid to a U.S. resident or corporation that does not have a permanent establishment (as defined therein) in Denmark is 15%. U.S. residents and corporations who are eligible for the reduced treaty rate may apply to the Danish tax authorities to obtain a refund to the extent that the withholding tax exceeds the maximum rate.

As effective in 1987, the Danish tax authorities approved the Company's proposal to simplify such procedure. Under the approved procedure, U.S. resident shareholders holding ADRs will receive their dividends from the Depositary reduced only by the 15% Danish withholding tax provided for in the Current Convention provided they certify that they are U.S. residents. Accordingly, U.S. resident shareholders that have submitted the required form (Form 6166) to the Depositary will no longer have to file for any tax withholding refund from the Danish tax authorities.



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Subject to the limitations and conditions provided in the Jobs and Growth Tax Relief Reconciliation Act of 2003 (P-L. 108-27, 117 Stat. 752), a U.S. citizen will be taxed at a maximum of 15% of the dividend, as received from a Qualified Foreign Corporation (QFC). Novo Nordisk A/S is a Qualified Foreign Corporation. It is a condition that the ADR holder fulfills certain holding period requirements.

Subject to the limitations and conditions provided in the U.S. Tax Code, the ADR holder may elect to credit the Danish taxes paid on dividends against its U.S. federal income tax liability. The credit includes taxes initially withheld from dividends declared to the extent the withheld taxes are not repayable to the United States shareholder. For U.S. federal income tax purposes, the full dividend payment, without reduction for Danish withholding tax, is treated as a foreign source dividend.

Subject to the limitations and conditions provided in the U.S. Tax Code, a U.S. resident or domestic corporation may elect to credit any Danish taxes paid on dividends from a Danish corporation against its U.S. federal income tax liability. The credit includes taxes initially withheld from dividends declared to the extent the withheld taxes are not repayable to the U.S. shareholder. Alternatively, subject to applicable limitations, a U.S. shareholder may elect to deduct Danish taxes withheld from dividend payments which will generally constitute passive income for certain shareholders. For U.S. federal income tax purposes, the full dividend payment, without reduction for Danish withholding tax, is treated as a foreign source dividend.

Under the U.S. Tax Code, any dividend payments received by U.S. corporations from Danish corporations will generally be taxable as income and are not eligible for any dividend-received deduction. The full amount of dividends declared, without reduction for any Danish tax withheld, will be included in the gross income of the recipient U.S. corporation subject to the aforementioned foreign tax credit.

#### **Sales of ADRs or B shares**

Any gains or losses derived from the sale of ADRs or B shares by an individual that is not a resident of Denmark or a non-Danish corporation that is not doing business in Denmark are not subject to Danish taxation, but are subject to the general U.S. tax rules applicable to such transactions by U.S. citizens, residents or domestic corporations. A U.S. shareholder will recognize capital gain or loss for U.S. federal income tax purposes on a sale or other disposition of ADRs or B shares in the same manner as on the sale or disposition of any other shares. In addition, any non-resident of Denmark may remove from Denmark any convertible currency representing the proceeds of the sales of ADRs or B shares in Denmark.

The foregoing sections offer a general description and you are urged to consult your own tax advisers to determine the U.S. federal, state local and foreign tax consequences of purchasing, owning and disposing of class B shares or ADRs in your particular circumstances.

#### **DIVIDENDS AND PAYING AGENTS**

Not applicable.

#### **STATEMENT BY EXPERTS**

Not applicable.

#### **DOCUMENTS ON DISPLAY**

Documents referred to and filed with the SEC together with this Form 20-F can be read and copied at the SEC's public reference room located at 450 Fifth Street, NW, Washington, DC 20549. Please call the United States Securities and Exchange Commission at 1-800-SEC-0330 for further information on the public reference rooms.

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Copies of the Form 20-F Report as well as the Annual Report 2007 can be downloaded from the Investors pages on [www.novonordisk.com](http://www.novonordisk.com). The Form 20-F is also filed and can be viewed via ED-GAR on [www.sec.gov](http://www.sec.gov).

### **SUBSIDIARY INFORMATION**

Not applicable.

## ITEM 11 QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISKS

### **Financial exposure and financial risk management**

For a description and discussion of the Company's foreign exchange risk management, interest risk management, counterparty risk management and equity price risk management, please refer to Note 31 and the section on Business, strategy, opportunities and key risks on pages 8-9 in the *Annual Report 2007*.

### **Sensitivity analysis**

When conducting a sensitivity analysis, the Group assesses the change in fair value on the market-sensitive instruments following hypothetical changes in market rates and prices. The rates used to mark-to-market the instruments are market data from the end of 2007.

### **Interest rate sensitivity analysis**

The financial instruments included in the sensitivity analysis of interest rate risk consist of the Group's marketable bonds and deposits together with short- and long-term loans with floating and fixed interest rates together with interest rate swaps and cross currency swaps. Not included are foreign exchange forwards, foreign exchange options, and foreign exchange swaps due to the very limited interest effect of these instruments when the interest rate risk is assessed through the below-mentioned risk measures.

The interest rate risk is calculated as the duration, which expresses the percentage change in the market value of the financial instruments by a 1 percentage point parallel shift in the interest rate curve.

An interest rate change has a very limited effect on the Group's financial instruments. The table below shows how a 1 percentage point change of the interest rate level, assuming all other variables remain unchanged, impacts the fair value of the Group's financial instruments.

The result of the sensitivity analysis at the end of 2007 and 2006 is as follows:

	<b>Interest rate level</b>	<b>Fair value of Group's financial instruments (DKK million)</b>
2007	+ 1 percentage point	+15
	- 1 percentage point	- 15
2006	+ 1 percentage point	+53
	- 1 percentage point	- 53

The change seen from 2006 to 2007 is due to the fact that the notional amount and term to maturity of the bond portfolio have increased in 2007.

Interest received on the bond portfolio counters the interest paid on the remaining financial instruments.

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### **Foreign exchange sensitivity analysis**

The financial positions included in the foreign exchange sensitivity analysis are the Group's cash, accounts receivable and payable, short- and long-term loans, short- and long-term financial investments, foreign exchange forward contracts, foreign exchange options, and foreign exchange swaps hedging transaction exposure. Furthermore, interest rate swaps and cross currency swaps are included. Not included are anticipated currency transactions, investments and fixed assets. Cross currency swaps hedging transaction exposure are excluded from the sensitivity analysis, as the effects of changing exchange rates hereon are recognized directly under shareholders' funds. Moreover, the Group does not have any marketable bonds in foreign currency.

At the end of 2007, a 5% increase in the levels of all foreign exchange rates against the DKK, i.e. a unilateral weakening of DKK, would, all other variables being unchanged, result in a decrease in the fair value of the Group's financial positions of DKK 507 million. A 5% decrease in the levels of all foreign exchange rates against DKK, i.e. a unilateral strengthening of DKK, would, all other variables being unchanged, increase the value of the Group's financial positions by DKK 507 million.

In comparison, at the end of 2006, a 5% increase in the levels of all foreign exchange rates against the DKK, i.e. a unilateral weakening of DKK, would, all other variables being unchanged, result in a decrease in the fair value of the Group's financial positions of DKK 450 million. A 5% decrease in the levels of all foreign exchange rates against DKK, i.e. a unilateral strengthening of DKK, would, all other variables being unchanged, increase the value of the Group's financial positions by DKK 450 million.

To reflect the Danish fixed rate policy vis-à-vis EUR, an alternative calculation has been made. This calculation assumes that DKK remains unchanged versus EUR, i.e. that DKK and EUR weaken by 5% against all other currencies. Likewise it is assumed that DKK and EUR strengthen by 5% against all other currencies.

At the end of 2007, a 5% increase in the levels of foreign exchange rates against DKK and EUR would, all other variables being unchanged, result in a decrease in the fair value of the Group's financial positions of DKK 714 million. A 5% decrease in the levels of all foreign exchange rates against DKK and EUR would, all other variables being unchanged, increase the value of the Group's financial positions by DKK 772 million.

In comparison, at the end of 2006, a 5% increase in the levels of all foreign exchange rates against the DKK and EUR would, all other variables being unchanged, result in a decrease in the fair value of the Group's financial positions of DKK 644 million. A 5% decrease in the levels of all foreign exchange rates against DKK and EUR would, all other variables being unchanged, increase the value of the Group's financial positions by DKK 693 million.

The result of the sensitivity analysis at the end of 2007 and 2006 is as follows:

	<b>Exchange rate level (change against DKK)</b>	<b>Fair value of Group's financial positions - DKK unchanged - (DKK million)</b>	<b>Fair value of Group's financial positions - DKK &amp; EUR unchanged - (DKK million)</b>
2007	+ 5 percentage point	- 507	-714
	- 5 percentage point	+ 507	+772
2006	+ 5 percentage point	- 450	- 644
	- 5 percentage point	+ 450	+693

The asymmetric sensitivities, when measuring the change in the fair value of the Group's financial position against both DKK and EUR are caused by the positions in EUR/USD and EUR/JPY foreign exchange options.

### ITEM 12 DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

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## PART II

### ITEM 13 DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

### ITEM 14 MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

### ITEM 15 CONTROLS AND PROCEDURES

#### **Evaluation of disclosure controls and procedures**

Novo Nordisk maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in reports that Novo Nordisk files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the United States Securities and Exchange Commission.

Novo Nordisk's Chief Executive Officer and Chief Financial Officer have evaluated the Company's disclosure controls and procedures as of the end of 2007. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective at the reasonable assurance level for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms.

In designing and evaluating the disclosure controls and procedures, Management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

#### **Report of Novo Nordisk Management on Internal Control Over Financial Reporting**

Novo Nordisk's Board of Directors, the Audit Committee and Executive Management are responsible for establishing and maintaining adequate internal control over financial reporting. The Novo Nordisk Group's internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of its published consolidated financial statements.

All internal control systems no matter how well designed have inherent limitations. Therefore, even those systems determined to be effective may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Novo Nordisk's Chief Executive Officer and Chief Financial Officer assessed the effectiveness of the Group's internal control over financial reporting as of December 31, 2007. In making this assessment, they used the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment the Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2007, Novo Nordisk Group's internal control over financial reporting is effective based on those criteria.

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The effectiveness of internal control over financial reporting as of December 31, 2007 has been audited by PricewaterhouseCoopers, Statsautoriseret Revisionsaktieselskab, Denmark, an independent registered public accounting firm, as stated in their report which is included on page 33

#### **Changes in internal controls over financial reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the year ended 31 December 2007, that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

#### **ITEM 16A AUDIT COMMITTEE FINANCIAL EXPERT**

The Audit Committee has three members elected by the board among its members. All members qualify as independent as defined by the U.S. Securities and Exchange Commission (SEC). One member is designated as chairman and two members have been designated as Audit Committee Financial Experts as defined under the Sarbanes-Oxley Act.

The board has in March 2007 elected the following to the Audit Committee: Kurt Anker Nielsen (Audit Committee Chairman and Financial Expert), Niels Jacobsen (Audit Committee Member and Financial Expert) and Jørgen Wedel (Audit Committee Member).

#### **ITEM 16B CODE OF ETHICS**

Novo Nordisk has an ethics framework consisting of a number of rules and guidelines, including but not limited to the Novo Nordisk Way of Management, which consists of the Company's Vision, Charter, commitment to the Triple Bottom Line and Policies as well as a business ethics policy and related procedures. This framework is applicable to all employees in Novo Nordisk including the Board of Directors and Management.

The Novo Nordisk Way of Management is principle-based and describes corporate values and required mindsets on business conduct and ethics including a number of the topics dealt with in the rules on Code of Ethics set forth in the Sarbanes-Oxley Act and in the New York Stock Exchange Listed Company Manual.

Novo Nordisk has not established a separate Code of Ethics as a response to the requirement set forth in the Sarbanes-Oxley Act because the framework is already well integrated in the Company, and includes rules and guidelines reasonably similar to those required by Code of Ethics in the Sarbanes-Oxley Act and the New York Stock Exchange Listed Company Manual.

For further information on the Novo Nordisk Way of Management please visit Novo Nordisk's home-page at [www.novonordisk.com](http://www.novonordisk.com) (The contents of the website are not incorporated by reference into this Form 20-F.)

#### **ITEM 16C PRINCIPAL ACCOUNTANT FEES AND SERVICES**

##### **Audit fees**

Reference is made to Note 8 in our *Annual Report 2007* regarding aggregate audit fees.

##### **Statutory audit fees**

Statutory audit fees consist of fees billed for the annual audit of the Company's Annual Report, the financial statements of the Parent Company, Novo Nordisk A/S and financial statements of fully-owned affiliates including audit of internal controls over financial reporting (Sarbanes-Oxley Act Section 404). The fees also include fees billed for other audit services, which are those services that only the statutory auditor can provide, and include the review of documents filed with the SEC.

[Back to Contents](#)**Audit-related fees**

Fees for audit-related services consist of fees billed for assurance and related services that are related to the performance of the audit or review of the Company's non-financial reporting included in the Annual Report and include consultations concerning financial accounting, reporting standards and financial due diligence.

**Tax fees**

Fees for tax advisory services include fees billed for tax compliance services, tax consultations, such as assistance and representation in connection with tax audits and appeals, transfer pricing and tax planning services.

**All other fees**

All other fees include fees billed for services such as financial due diligence.

**Pre-approval policies**

The Audit Committee assesses and pre-approves all audit and non-audit services provided by PricewaterhouseCoopers. The pre-approval includes the type of service and a fee budget. Furthermore, the Audit Committee receives a quarterly update on actual services provided and fees realized.

**ITEM 16D EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

Not applicable.

**ITEM 16E PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

<b>2007</b>	Total Number of Shares Purchased (a)	Average Price Paid per Share in DKK (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Approximate Value of Shares that may yet be purchased under the Plans or Programs in DKK (d)
January 1 31	0	NA	0	7,000,272,205
February 1 28	0	NA	0	7,000,272,205
March 1 31	0	NA	0	7,000,272,205
April 1 30	0	NA	0	7,000,272,205
May 1 31	276,000	286.64	276,000	6,921,159,565
June 1 30	0	NA	0	6,921,159,565
July 1 31	0	NA	0	6,921,159,565
August 1 31	7,739,800	303.59	7,739,800	4,572,416,953
September 1 30	1,297,700	315.68	1,297,700	4,161,983,531
October 1 31	1,234,000	316.35	1,234,000	3,771,609,761
November 1 30	3,156,500	314.67	3,156,500	2,778,359,894
December 1 31	1,833,012	333.92	1,833,012	2,166,278,959
<b>Total</b>	<b>15,537,012</b>	<b>311.13</b>	<b>15,537,012</b>	

Note to column (a)

The Board of Directors has an authorization from the shareholders meeting to buy up to 10% of the share capital at the price quoted at the time of the purchase with a deviation of up to 10%.

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Under this authorization the shares were repurchased under a program announced on January 31, 2007. Shares up to a total amount of DKK 10 bill. can be repurchased. The shares are purchased through a bank directly in the market or directly from named shareholders as for example Novo A/S.

#### Notes to columns (c) and (d)

In order to maintain capital structure flexibility the Board of Directors will at the Annual General meeting on 12 March 2008 also propose a reduction in the B share capital, by cancellation of nominally DKK 12.96 million (12,960,000) shares) of current treasury B shares, to DKK 526.5 million. This corresponds to a 2% reduction of the total share capital.

## PART III

### ITEM 17 FINANCIAL STATEMENTS

The financial statements required by this item accompany this Annual Report as the Novo Nordisk *Annual Report 2007* (see Exhibit 14.1).

#### RECONCILIATION OF NON-COMPARABLE FINANCIAL MEASURES

In our *Annual Report 2007*, Novo Nordisk discloses some financial measures that may not be comparable with similarly titled measures of other companies including:

- Free cash flow;
  - Cash/earnings; and
  - Return on invested capital (ROIC).
- Financial resources at the end of the year.

#### Free cash flow

Free cash flow is defined as cash flow from operating activities plus cash flow from investing activities excluding Net change in marketable securities (> 3 months) .

Management uses the measure of free cash flow to monitor the operating activities ability to finance the investing activities of the Group. A positive free cash flow shows that the operation is able to finance the investing activities of the Group and thus external financing is not necessary.

Below is a reconciliation of free cash flow to Cash flow from operating activities .

<b>Reconciliation of free cash flow</b>				
DKK Million		<b>2005</b>	<b>2006</b>	<b>2007</b>
	Free cash flow	4,833	4,707	9,012
+	Net change in marketable securities (>3 months)	(1,032)	514	(541)
+	Net cash used in investing activities	4,911	2,517	1,516
=	<b>Cash flow from operating activities</b>	<b>8,712</b>	<b>7,738</b>	<b>9,987</b>

#### Cash/earnings

Cash/earnings is defined as free cash flow as a percentage of net profit .

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Cash/earnings measures the Group's ability to turn earnings into cash and is, therefore, in the eyes of Management a meaningful measure for public use to demonstrate a sound cash flow development from operations. That is why free cash flow is used as the numerator instead of net cash flow, because it is the ability of operations to generate cash which should be captured. Cash/earnings is reconciled to Cash flow from operating activities / earnings in % as follows:

<b>Reconciliation of cash/earnings</b>			
DKK Million	<b>2005</b>	<b>2006</b>	<b>2007</b>
<b>Numerator</b>			
Free cash flow	4,833	4,707	9,012
<b>Denominator</b>			
Net profit (as reported in Annual Report)	5,864	6,452	8,522
<b>Cash/earnings (as reported in Annual Report) in %</b>			
	<b>82.4%</b>	<b>73.0%</b>	<b>105.7%</b>
<b>Numerator</b>			
Free cash flow	4,833	4,707	9,012
+ Net change in marketable securities (>3 months)	(1,032)	514	(541)
+ Net cash used in investing activities	4,911	2,517	1,516
= <b>Cash flow from operating activities</b>	<b>8,712</b>	<b>7,738</b>	<b>9,987</b>
<b>Denominator</b>			
Net profit (as reported in Annual Report)	5,864	6,452	8,522
Cash flow from operating activities	8,712	7,738	9,987
/ Net profit (as reported in Annual Report)	5,864	6,452	8,522
= <b>Cash flow from operating activities / Net profit in %</b>	<b>148.6%</b>	<b>119.9%</b>	<b>117.2%</b>

**Return on invested capital (ROIC)**

ROIC is defined as operating profit after tax (using the effective tax rate) as a percentage of average stocks, debtors, tangible and intangible fixed assets less non-interest bearing liabilities including provisions (where average is the sum of above assets and liabilities at the beginning of the year and at year-end divided by two) .

ROIC is used by Management as a measure for financial performance. Management believes that ROIC captures the Group's ability to provide a competitive return on investments in the Group compared to investing in the capital market.

<b>Reconciliation of ROIC</b>			
DKK Million	<b>2005</b>	<b>2006</b>	<b>2007</b>
Operating profit after tax	5,759	6,420	6,948
/ <b>Average non-interest bearing balance sheet items</b>	23,295	24,890	25,557
= <b>ROIC (as reported in Annual Report) in %</b>	<b>24.7%</b>	<b>25.8%</b>	<b>27.2%</b>
<b>Numerator</b>			



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	Reconciliation of Operating profit after tax to Operating profit			
	Operating profit after tax	5,759	6,420	6,948
/	(1-effective tax rate) in %	71.2%	70.4%	77.7%
=	<b>Operating profit (as reported in Annual Report)</b>	<b>8,088</b>	<b>9,119</b>	<b>8,942</b>
	<b>Denominator</b>			
	Reconciliation of Average non-interest bearing balance sheet items to Equity			
	Average non-interest bearing balance sheet items as used in ROIC calculation			
*	2	46,590	49,780	51,114
-	Non-interest bearing balance sheet items at the beginning of the year	22,384	24,206	25,575
=	Non-interest bearing balance sheet items at the end of the year	24,206	25,574	25,539
	Non-interest bearing balance sheet items at the end of the year	24,206	25,574	25,539
+	Investments in associated companies	926	788	500
+	Other financial assets	169	169	131
+	Marketable securities and derivative financial instruments	1,722	1,833	2,555
+	Cash at bank and in hand	3,303	3,270	4,823
-	Long-term debt	(1,248)	(1,174)	(961)
-	Short-term debt	(1,444)	(338)	(405)
=	<b>Equity at the end of the year (as reported in Annual Report)</b>	<b>27,634</b>	<b>30,122</b>	<b>32,182</b>
	Operating profit (as reported in Annual Report)	8,088	9,119	8,942
/	Equity	27,634	30,122	32,182
=	<b>Operating profit / Equity in %</b>	<b>29.3%</b>	<b>30.3%</b>	<b>27.8%</b>

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**Financial resources at the end of the year**

Financial resources at the end of the year is defined as the sum of cash and cash equivalents at the end of the year, bonds with original term to maturity exceeding three months and undrawn committed credit facilities.

ITEM 18 FINANCIAL STATEMENTS

The Registrant has responded to Item 17 in lieu of responding to this item.

ADDITIONAL INFORMATION

**Enforceability of civil liabilities**

The Company is a Danish corporation and substantially all of its directors and officers, as well as certain independent accountants named herein, are non-residents of the United States. A substantial portion of the assets of the Company, its subsidiaries and such persons are located outside the United States. As a result, it may be difficult for shareholders of the Company to effect service within the United States upon directors, officers and independent accountants who are not residents of the United States or to enforce judgments in the United States. In addition, there can be no assurance as to the enforceability in Denmark against the Company or its respective directors, officers and independent accountants who are not residents of the United States, or in actions for enforcement of judgments of United States courts, of liabilities predicated solely upon the federal securities law of the United States.

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## ITEM 19 EXHIBITS

**a. Annual Report**

The following pages from our *Annual Report 2007*, filed on Form 6-K, dated 11 February 2008, are incorporated by reference.

	<b>Page(s) in the Annual Report</b>
	<hr/>
Business results	[8-19]
Risk management	[8-9]
Research and development pipeline	[16-19]
Business environment	[20-25]
Corporate governance	[42-43]
Executive remuneration	[44-45]
Board of Directors	[46-47]
Executive Management	[48]
Shareholder information	[49-50]
Financial highlights	[52]
Consolidated income statements for the years ended 31 December [2005, 2006 and 2007]	[54]
Consolidated balance sheets at 31 December 2006 and 2007	[55]
Consolidated cash flow and financial resources for the years ended 31 December [2005, 2006 and 2007]	[56]
Consolidated statements of changes in equity for the years ended 31 December [2006 and 2007]	[57]
Notes to the consolidated financial statements	[58-88]
List of companies in the Novo Nordisk Group	[100-101]
Summary of financial data 2003-2007	[102-103]
Management Statement	[113]

**Additional required information**

Reference is made to note 19 in our Annual Report for additional information regarding valuation and qualifying accounts.

[Back to Contents](#)**b. Exhibits**

List of exhibits:

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of filing</b>
8.1	List of companies in the Novo Nordisk Group	Incorporated by reference to pages 100-101 of our Annual Report 2007 filed on Form 6-K dated 11 February 2008. Filed together with this Form 20-F for 2007.
<u>12.1</u>	<u>Certification of Lars Rebién Sørensen, President and Chief Executive Officer of Novo Nordisk, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	Filed together with this Form 20-F for 2007.
<u>12.2</u>	<u>Certification of Jesper Brandgaard, Executive Vice President and Chief Financial Officer of Novo Nordisk, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>	Filed together with this Form 20-F for 2007.
<u>13.1</u>	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>	Filed together with this Form 20-F for 2007.
14.1	Registrant's Annual Report for the fiscal year ended December 2007.	Incorporated by reference to the Registrant's Report on Form 6-K dated 11 February 2008.
14.2	Registrant's Annual Report for the fiscal year ended December 2006.	Incorporated by reference to the Registrant's Report on Form 6-K dated 8 February 2007.

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Novo Nordisk A/S

***Report of Independent Registered Public Accounting Firm***

To the Board of Directors and Shareholders of Novo Nordisk A/S

In our opinion, the Consolidated Financial Statements listed in the accompanying index appearing under Item 19 present fairly, in all material respects, the financial position of Novo Nordisk A/S and its subsidiaries (the Company) at December 31, 2007 and December 31, 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007 expressed in Danish kroner and incorporated with reference to the Registrant's Annual Report (the pages listed in Item 19 of the Form 20-F) filed on Form 6-K dated February 11, 2008 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board (IASB), and with International Financial Reporting Standards as adopted by the EU. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's Management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Novo Nordisk Management on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by Management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

30 January 2008  
Copenhagen, Denmark

PricewaterhouseCoopers  
Statsautoriseret Revisionsaktieselskab

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SIGNATURES

The Registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

**NOVO NORDISK A/S**

/s/ Lars Rebien Sørensen

/s/ Jesper Brandgaard

\_\_\_\_\_  
Name: Lars Rebien Sørensen

\_\_\_\_\_  
Name: Jesper Brandgaard

Title: President and Chief Executive Officer

Title: Executive Vice President and Chief Financial Officer

Dated: 30 January 2008