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NOVO NORDISK A S  
Form 6-K  
March 10, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K  
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REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

MARCH 10 2005  
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NOVO NORDISK A/S  
(Exact name of Registrant as specified in its charter)

NOVO ALLE  
DK-2880, BAGSVAERD  
DENMARK  
(Address of principal executive offices)  
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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g-32(b):82-\_\_\_\_\_

AGM STATEMENT

ANNUAL GENERAL MEETING AT NOVO NORDISK A/S

At the Annual General Meeting of Novo Nordisk A/S today, the shareholders made the following resolutions:

\* Adoption of the audited Annual Report 2004, including approval of the

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remuneration of the Board of Directors.

- \* Resolution to distribute the profit according to the adopted Annual Report 2004. The dividend will be DKK 4.80 per share of DKK 2, an increase of 9% compared with 2003.
- \* Board members elected by the Annual General Meeting: Re-election of Mads Ovlisen, Sten Scheibye, Kurt Briner, Niels Jacobsen, Kurt Anker Nielsen and Jorgen Wedel and election of Goran A Ando and Henrik Gurtler.
- \* Re-election of the auditor, PricewaterhouseCoopers.
- \* Authorisation to the Board of Directors, until the next Annual General Meeting, to allow Novo Nordisk A/S to acquire own shares of up to 10% of the share capital and at the price quoted on the date of purchase with a deviation of up to 10%, cf Article 48 of the Danish Companies Act.

The Board of Directors

Accordingly the Board of Directors of Novo Nordisk A/S comprises:

- \* Mads Ovlisen
- \* Sten Scheibye
- \* Goran A Ando
- \* Kurt Briner
- \* Henrik Gurtler
- \* Johnny Henriksen (employee representative)
- \* Niels Jacobsen
- \* Anne Marie Kverneland (employee representative)
- \* Kurt Anker Nielsen
- \* Stig Strobaek (employee representative)
- \* Jorgen Wedel

For information on the board members, please refer to [novonordisk.com](http://novonordisk.com).

At a board meeting immediately after the Annual General Meeting, the Board of Directors constituted itself with Mads Ovlisen as chairman and Sten Scheibye as vice chairman.

The Board of Directors elected Kurt Anker Nielsen, Niels Jacobsen and Jorgen Wedel as members of the Audit Committee with Kurt Anker Nielsen as chairman. Kurt Anker Nielsen and Niels Jacobsen were designated by the Board of Directors as Audit Committee Financial Experts.

Novo Nordisk is a healthcare company and a world leader in diabetes care. The company has the broadest diabetes product portfolio in the industry, including the most advanced products within the area of insulin delivery systems. In addition, Novo Nordisk has a leading position within 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. With headquarters in Denmark, Novo Nordisk employs approximately 20,250 full-time employees in 78 countries, and markets its products in 179 countries. Novo Nordisk's B shares are listed on the stock exchanges in Copenhagen and London. Its ADRs are listed on the New York Stock Exchange under the symbol 'NVO'. For more information, visit [novonordisk.com](http://novonordisk.com).

For further information please contact:

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Stock Exchange Announcement No 13 /2005

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

Date: MARCH 10 2005

NOVO NORDISK A/S

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Lars Rebien Sorensen,  
President and Chief Executive Officer