

February 6, 2009



Novozymes A/S
NOTICE OF 2009 ANNUAL SHAREHOLDERS' MEETING

The board of directors has the pleasure of inviting you to Novozymes A/S' annual shareholders' meeting on

Wednesday, March 4, 2009, at CET 4:00 p.m.

at Ballerup Superarena, Ballerup Idrætsby 4, DK-2750 Ballerup, Denmark.

Agenda:

1. The board of director's report on the company's activities for the year ended.
2. Approval of the audited annual report, including discharge of management and board of directors from liability during the past financial year.
3. Resolution to distribute the profit according to the adopted annual report.
The board of directors propose a dividend of DKK 5.25 per A/B share of DKK 10.
4. Election of members to the board of directors.
The board of directors propose re-election of the present board:

Henrik Gürtler

Born August 11, 1953, Chairman, CEO, Novo A/S, Denmark, MSc (Engineering), chemical engineer.

The board of directors recommend re-election of Henrik Gürtler due to his in-depth knowledge of Novozymes A/S' business, his professional qualifications and experience with managing and working in an international company within the biotech industry.

Mr Gürtler serves as chairman of the board of Copenhagen Airports A/S and COWI A/S and as a member of the board of Novo Nordisk A/S.

Kurt Anker Nielsen

Born August 8, 1945, Deputy Vice Chairman, MSc (Economics and Business Administration).

The board of directors recommend re-election of Kurt Anker Nielsen due to his in-depth knowledge of Novozymes A/S' business, experience with managing and working in international biotechnical and biopharmaceutical companies and financial expertise.

Mr Nielsen serves as chairman of the board of Reliance A/S and is a member of the boards of Novo Nordisk Fonden, Novo Nordisk A/S, StatoilHydro ASA (Norway), Vestas Wind Systems A/S, ZymoGenetics, Inc. (USA) and LifeCycle Pharma A/S. Mr Nielsen serves as chairman of the audit committees of Novo Nordisk A/S, StatoilHydro ASA, Vestas Wind Systems A/S, ZymoGenetics, Inc., and LifeCycle Pharma A/S.

Paul Petter Aas (Norwegian citizen)

Born November 15, 1946, Senior Vice President, Yara International ASA, Norway, engineer, PhD.

The board of directors recommend re-election of Paul Petter Aas due to his international business and management experience, insight into process industry and many years of experience within mergers and acquisitions.

Jerker Hartwall (Swedish citizen)

Born November 5, 1952, President & CEO, AarhusKarlshamn AB, Sweden, master's degree in chemical engineering.

The board of directors recommend re-election of Jerker Hartwall due to his international experience and insight into process industry.

Mr Hartwall serves as chairman of the board of Aarhus United A/S.

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Walther Thygesen

Born May 18, 1950, CEO, Thrane & Thrane A/S, MSc (Engineering) and an MBA.

The board of directors recommend re-election of Walther Thygesen due to his IT knowledge and international experience within the high-tech area.

Mr Thygesen serves as chairman of Hewlett-Packard Denmark A/S and Vaekstfonden and is a member of the board of Investea Holding A/S.

Mathias Uhlén (Swedish citizen)

Born May 23, 1954, Professor, Kungliga Tekniska Högskolan, Stockholm (Sweden), MSc (Engineering), doctoral degree in biotechnology.

The board of directors recommend re-election of Mathias Uhlén due to his competences within research and biotechnology.

Mr Uhlén is a member of the board of KTH Holding AB, Atlas Antibodies AB, Biotage AB, Affibody AB, SweTree Genomics AB, Nordiag AS and Skanditek Industriförvaltning AB.

5. Election of auditor.

The board of directors propose re-election of PricewaterhouseCoopers.

6. Proposals from the board of directors

6a. Renewal of the board of directors' authorization to implement certain types of share capital increases and thereby changing paragraph 6 of the articles of association as follows:

“6.1 Until March 3, 2014, the Board of Directors shall be authorized to increase the share capital in one or more stages by issuing B shares of up to DKK 100 million in connection with any full or partial acquisition of an existing enterprise and without granting any pre-emptive subscription rights to existing shareholders. In such cases payment is effected otherwise than in cash.

6.2 Furthermore, until March 3, 2014, the Board of Directors shall be authorized by cash payment to increase the share capital in one or more stages by up to DKK 100 million.

Where the subscription price of the capital increase is equivalent to the market price of the B shares, the Board of Directors may decide to increase the share capital by issuing B shares only and without pre-emptive subscription rights for the existing shareholders.

Where the subscription price of the capital increase is lower than the market price of the B shares, the capital increase shall be distributed proportionally between A shares and B shares and with pre-emptive subscription rights for the existing shareholders.

6.3 Moreover, until March 3, 2014, the Board of Directors shall be authorized to increase the share capital in one or more stages by issuing B shares of up to DKK 20,000,000 in connection with the offering of shares to the company's or its subsidiaries' employees and without granting any pre-emptive subscription rights to existing shareholders. Such employee shares may be offered at a price lower than the market price of the B shares.

6.4 In connection with an increase of the share capital as defined in Articles 6.1, 6.2 and 6.3 the following shall apply: (i) A shares shall be registered in the names of the holders whereas B shares shall be issued to bearer, although they may be registered in the names of the holders in the company's register of shareholders, (ii) A shares shall be non-negotiable instruments whereas B shares shall be negotiable instruments, (iii) the provisions of these Articles of Association relating to A shares and B shares shall moreover be applicable.”

6b. Authorization to acquire own shares.

It is proposed that the board of directors is authorized to allow the company to acquire its own shares up to an aggregate nominal value of 10 percent of its share capital, see section 48 of the Danish Public Companies Act. The purchase price must not deviate by more than 10 percent from the market price at the date of acquisition. The authorization shall be valid until the next annual shareholders' meeting.”

7. Any other business.

Item 6.a can only be adopted if shareholders representing at least 2/3 of the total number of votes in the company are represented at the shareholders meeting, and if at least 2/3 of both the votes cast as well as 2/3 of the voting capital represented at the meeting vote in favor of the proposals, see article 10.2 of the articles of association. Approvals, resolutions and elections in respect of the other items on the agenda require a simple majority of votes.

Ordering admission tickets

The board of directors hope that you will be able to attend the annual shareholders' meeting.

Admission tickets to the annual shareholders' meeting may be ordered **no later than Friday, February 27, 2009, at CET 3:30 p.m.** by:

- visiting the website of VP Investor Services at www.uk.vp.dk/agm or the website of Novozymes A/S at www.novozymes.com under "Investor/Investor services" to register electronically (remember to have your deposit number at hand); or
- returning the enclosed registration form – duly completed and signed - to VP Investor Services A/S, Helgeshoej Allé 61, P.O. Box 20, DK-2630 Taastrup, Denmark by post or by fax on +45 4358 8867; or
- contacting Novozymes A/S, Legal Affairs or Investor Relations, Krogshoejvej 36, Building 8X, DK-2880 Bagsvaerd, Denmark, either in person or in writing; or
- calling VP Investor Services A/S on +45 4358 8891 (remember to have your deposit number at hand before you call).

Ordered admission tickets will be sent to you before the annual shareholders' meeting at the address entered in the company's register of shareholders or may be collected personally, if preferred, at the place of the shareholders' meeting on Wednesday, March 4, 2009, from CET 3:00 p.m.

Power of Attorney

If you are unable to attend the annual shareholders' meeting, you can by completing the enclosed power of attorney (reverse side of the registration form) choose to:

- *authorize a power of attorney to a named third party.* Such third party will receive an admission ticket from VP Investor Services A/S which **must** be presented at the annual shareholders' meeting: or
- *authorize a power of attorney to the board of directors (or to the order) to vote* in accordance with the recommendations of the board of directors; or
- *authorize a power of attorney to the board of directors (or to the order) by ticking off how you wish the board of directors to cast your votes.* In this case your votes will be cast in accordance with your explicit instructions.

It is recommended that foreign shareholders in particular pay specific attention to article 11.4 of the articles of association of the company which states that the right to attend and vote by power of attorney is subject to such power of attorney duly substantiating his right, which in this connection means back to the person actually registered with VP Investor Services A/S or in the company's register of shareholders. If appropriate documentation cannot be presented at the annual shareholders' meeting, the company reserves the right to deny access/voting rights to the meeting depending on the circumstances.

If you wish to appoint a power of attorney, please return the enclosed power of attorney to VP Investor Services A/S, Helgeshoej Allé 61, P.O. Box 20, DK-2630 Taastrup, Denmark by post or send it to VP Investor Services A/S by fax on +45 4358 8867. VP Investor Services A/S must have received the power of attorney **no later than Friday, February 27, 2009, at CET 3:30 p.m.**

To give an electronic proxy you can use the website of VP Investor Services at www.uk.vp.dk/agm or the website of Novozymes A/S at www.novozymes.com under "Investor/Investor services". VP Investor

Services A/S must have received the electronic power of attorney **no later than Friday, February 27, 2009, at CET 3:30 p.m.** Please note that electronic power of attorney requires you have admittance to a net bank or you are a VP-user with a VP-code.

Practical information

The total share capital of the company amounts to DKK 650,000,000 consisting of A shares with a nominal value of DKK 107,487,200 and B shares with a nominal value of 542,512,800.

The share capital is divided into shares of DKK 1 or multiples thereof. Each A share with a nominal value of DKK 1 carries 10 votes and each B share with a nominal value of DKK 1 carries 1 vote.

Dividends approved at the annual shareholders' meeting will be distributed to the company's shareholders via Vaerdipapircentralen A/S.

From Wednesday, February 18, 2009, until Wednesday, March 4, 2009, the agenda with the full wording of the proposals and the audited annual report 2008 will be available for inspection at the company's address Krogshøjvej 36, Building 8X, DK-2880 Bagsvaerd, Denmark on all weekdays from CET 10 a.m. till CET 2 p.m. The annual report 2008 can also be downloaded from our website at www.novozymes.com under "Investor/Investor services".

The annual meeting will be webcasted directly, see our website at www.novozymes.com under "Investor/Investor services".

Transportation

Bus transportation will be arranged from Ballerup Station where two busses from Lyngby Turistfart will depart from the station at CET 3.00 p.m. to Ballerup Superarena. The busses will have a sign in the front window saying "Novozymes Generalforsamling". The busses will depart from Ballerup Superarena at CET 7.30 p.m. returning to Ballerup Station.

Place of the general meeting

Please note that there are many stairs at the facilities, but a lift is available.

After the general meeting

Light refreshments will be served after the annual shareholders' meeting.

The board of directors
Novozymes A/S