

February 8, 2008



Novozymes A/S
NOTICE OF 2008 ANNUAL SHAREHOLDERS' MEETING

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

Wednesday, March 5, 2008, at 4:30 pm

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. Presentation and approval of the audited annual report 2007, including discharge of the board of management and the board of directors from liability for actions taken in the discharge of their responsibilities in the year ended.
3. Resolution on the appropriation of profits or covering of losses according to the adopted annual report.
The board of directors proposes a dividend of DKK 5.00 per A/B share of DKK 10.
4. Approval of general guidelines for the incentive program of the board of management.
It is proposed that draft "General guidelines for incentive payment for the board of management in Novozymes A/S" be approved by the shareholders' meeting. The approval will involve the insertion of the following new article 14.2 in the articles of association of the company:

"The company's board of directors has prepared general guidelines for incentive payment for the board of management. These guidelines have been reviewed and approved by the shareholders' meeting on March 5, 2008, in accordance with Section 69 b of the Danish Public Companies Act. The guidelines for incentive payment have been made publicly available on the company's website".

5. Election of members to the board of directors.
The board of directors proposes re-election of the present board:

Henrik Gürtler

Born August 11, 1953, CEO, Novo A/S, Denmark, MSc (Engineering), chemical engineer.
The board of directors recommends 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, vice-chairman of the board of COWI A/S and as a member of the boards of Brødrene Hartmanns Fond and Novo Nordisk A/S.

Kurt Anker Nielsen

Born August 8, 1945, Director, MSc (Economics and Business Administration).
The board of directors recommends re-election of Kurt Anker Nielsen due to his in-depth knowledge of Novozymes' 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.

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Paul Petter Aas (Norwegian citizen)

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

The board of directors recommends 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 recommends 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.

Walther Thygesen

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

The board of directors recommends 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 and Vaekstfonden and is a member of the board of Investea 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 recommends 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. He is also a member of the following organizations: Kungliga Ingenjörsvetenskapsakademien, Kungliga Vetenskapsakademien, Human Genome Organization, European Molecular Biology Organization and Human Proteome Organization.

Hans Werdelin

Born October 26, 1938, Director, MSc (Engineering) and a graduate from General Electric's Management Program.

The board of directors recommends re-election of Hans Werdelin due to his industry experience, his long experience with the Novo Group as well as with mergers and acquisitions.

Mr Werdelin serves as chairman of the boards of C.W. Obel A/S, Fritz Hansen A/S and the NKB Private Equity companies. He is vice-chairman of the boards of Skandinavisk Holding A/S and Skandinavisk Tobakskompagni A/S and a member of the boards of Novo A/S, Lomax A/S and BTX Group Holding A/S. Mr Werdelin also serves as chairman of the audit committee of BTX Group.

6. Appointment of auditors.
The board of directors proposes re-appointment of PricewaterhouseCoopers as auditors of the company.
7. 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.
8. Any other business.

Approvals, resolutions and elections in respect of items 2-7 on the agenda require a simple majority of votes.

Ordering admission tickets

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

Admission tickets to the shareholders' meeting may be ordered **no later than Friday, February 29, 2008, at 3:30 p.m. CET** by:

- visiting the website of VP Investor Services at www.vp.dk/gf or the website of Novozymes A/S at www.novozymes.com/investor 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, Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup, Denmark by post (return envelope enclosed) or by fax on +45 4358 8867; or
- contacting Novozymes A/S, Legal Affairs or Investor Relations, Krogshøjvej 36, Building 8X, DK-2880 Bagsvaerd, Denmark, either in person or in writing; or
- calling VP Investor Services A/S on +45 4358 8866 (remember to have your deposit number at hand before you call).

Ordered admission tickets will be sent to you before the 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 5, 2008, from 3:30 p.m. CET.

Proxy

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

- *grant a proxy to the board of directors*, in which case your votes will be cast at the discretion of the board of directors; or
- *grant a proxy 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 shareholders' meeting; or
- *grant a proxy to the board of directors 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 proxy is subject to such proxy 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 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 proxy, please return the enclosed proxy form to VP Investor Services A/S, Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup, Denmark using the enclosed return envelope or send it to VP Investor Services A/S by fax on +45 4358 8867. VP Investor Services A/S must have received the proxy form **no later than Friday, February 29, 2008, at 3:30 p.m. CET**.

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 20, 2008, until Wednesday, March 5, 2008, the agenda with the full wording of the proposals, including draft "General guidelines for incentive payment for the board of management in

Novozymes A/S", and the audited annual report 2007 will be available for inspection at the company's address Krogshøjvej 36, Building 8X, DK-2880 Bagsvaerd, Denmark on all weekdays from 10 a.m. till 2 p.m.

Novozymes A/S' annual report 2007 can also be downloaded from our website at www.novozymes.com/Investor.

Transportation

If you wish to come by train, you must take line H to Ballerup Station:

- if you come from Copenhagen to Frederikssund (from Copenhagen Central Station about 20 minutes to Ballerup)
- if you come from Frederikssund to Farum (from Frederikssund about 25 minutes to Ballerup).

From Ballerup Station you must take bus number 156 and get off at Tapeten/Ballerup Superarena (about 10 minutes) from where there will be a six-minute walk to the place of the shareholders' meeting.

If you are coming by car, please visit www.ballerupsuperarena.dk, click "Kontakt" and then "Find rute" to find directions from your location.

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 shareholders' meeting.

The board of directors
Novozymes A/S