

# 2009

## Notice of Annual General Meeting

2.30 pm Friday, 30 October, 2009  
Museum of Sydney, AGL Theatre,  
Level 2, corner of Phillip and Bridge Streets, Sydney

**NOVOGEN**

Novogen Limited ABN 37 063 259 754

Notice is hereby given that the Annual General Meeting of Novogen Limited (the "Company") will be held at **2.30 pm on Friday, 30 October, 2009** at the Museum of Sydney, in the AGL Theatre, Level 2, corner of Phillip and Bridge Streets, Sydney.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

### Business Agenda

#### 1. Financial Statements

To receive and consider the Financial Reports of the Company as at 30 June, 2009 and the Reports of the Directors and Auditor thereon, in accordance with the Corporations Act 2001.

#### 2. Remuneration Report

To consider, and if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That, pursuant to Section 250R(2) of the Corporations Act 2001, the Remuneration Report commencing on Page 9 of the Novogen Limited Annual Report for the year ended 30 June, 2009 be adopted."

*Note – the vote on the resolution is advisory only and does not bind the Directors of the Company.*

#### 3. Re-election of Mr Philip A Johnston

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Philip A Johnston, a non-Executive Director of the Company retiring in accordance with clause 84.1 of the Company's Constitution, being eligible and who offers himself for re-election, is re-elected as a Director of the Company".

#### 4. Re-election of Professor Paul J Nestel AO

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Professor Paul J Nestel AO, an Executive Director of the Company retiring in accordance with clause 84.1 of the Company's Constitution, being eligible and who offers himself for re-election, is re-elected as a Director of the Company".

#### 5. Re-election of Mr William D Rueckert

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr William D Rueckert, an Executive Director of the Company retiring in accordance with clause 82.3 of the Company's Constitution, being eligible and who offers himself for re-election, is re-elected as a Director of the Company".

#### 6. Approval of issue of employee options to Professor Alan Husband

It is the Board's intention that the Employee Share Option Plan will apply equally to all eligible Employees, and that allocations of options to employees who are Directors is based on the same terms as those given to eligible Employees who participate in the Plan. In order for this to happen it is necessary to consider and if thought fit pass the following resolution as an ordinary resolution:

"That approval be and is hereby given for all purposes including for the purposes of Listing Rule 10.14 :

- (a) to the issue to Professor Alan J Husband, an Executive Director of the Company, on 30 October, 2009 of up to 214,540 options under and subject to the terms of the Novogen Limited Employee Share Option Plan with an exercise price of A\$0.5256; and
- (b) the allotment to Professor Husband of fully paid ordinary shares in consequence of a valid exercises by him of those options in accordance with their terms."

#### 7. Other business

To consider any other business as may be brought forward in accordance with the Constitution of the Company or the law and of which the requisite written notice has been given.

By order of the Board.



Ron Erratt

Company Secretary

Sydney, 30 September, 2009

## Time and place of meeting and how to vote

### **These notes form part of the Notice of Meeting**

#### **Entitlement to vote**

For the purposes of the Meeting, in accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members at 7:00 pm on Wednesday 28 October, 2009. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

#### **How to Vote**

Shareholders may vote by attending the meeting in person, by proxy or authorised representative.

#### **Voting in Person**

To vote in person, Shareholders should attend the meeting on the date and at the place set out in the Notice of Meeting. The meeting will commence at **2.30 pm**.

#### **Appointment of a Proxy**

A Shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies, neither of whom need to be a member of the Company. If one proxy is appointed, that proxy may exercise all of the member's voting rights. If a Shareholder appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.

A proxy may be, but need not be, a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Annual General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

#### **Voting by Proxy**

The proxy form, and the Power of Attorney (if any) under which the form is signed must be received at:

- the Company's registered office: Novogen Limited, 140 Wicks Road, North Ryde, NSW, 2113; or
- the Company's Share Registry, Computershare Services Pty Limited: GPO Box 242, Melbourne, Victoria, 3001, Australia,

not less than 48 hours before the appointed time of the meeting.

For this purpose it is sufficient if the proxy is received at the registered office of the Company or at the Company's share registry by facsimile transmission or by similar means of communication in a reasonably legible form.

The facsimile number of the Share Registry is +61 3 9473 2555.

#### **Enquiries**

Shareholders are invited to contact the Company Secretary, Mr Ron Erratt, on +61 2 9878 0088 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

## Explanatory statement

This Explanatory Statement has been prepared to provide Shareholders with information about the business to be conducted at the Company's 2009 Annual General Meeting to be held at 2.30 pm on Friday, 30 October, 2009 at the Museum of Sydney, in the AGL Theatre, Level 2, corner of Phillip and Bridge Streets, Sydney.

The Explanatory Statement is an important document and should be read carefully by Shareholders.

### **Agenda Item 1**

#### **Financial Statements**

The Financial Reports, the Directors' Report and the Independent Auditor's Report for the year ended 30 June, 2009 will be presented for consideration. The Corporations Act 2001 (Cth) does not require shareholders to vote on, approve or adopt those reports.

Shareholders will, however, have the opportunity at the Annual General Meeting to raise questions and to make comments on those reports and the management and performance of the Company.

The Company's Auditor, BDO Kendalls, will be present at the Annual General Meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor.

Shareholders may wish to submit written questions on the above listed topics to the Auditor. Written questions for the Auditor must be received by the Company no later than 5:00 pm on Friday 23 October, 2009, addressed as follows:

Company Secretary,  
Novogen Limited,  
140 Wicks Road,  
North Ryde, NSW, 2113, Australia,

or by facsimile addressed to the Company Secretary on facsimile number +612 9878 0055.

### **Agenda Item 2**

#### **Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Board is submitting its Remuneration Report to shareholders for consideration and adoption.

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

The Remuneration Report is contained in the Directors' Report commencing on page 9 of the Novogen Limited Annual Report for the year ended 30 June, 2009. Broadly, the Report:

- explains the structure of and rationale behind the Company's remuneration practices and the relationship between the remuneration of employees and the Company's performance;
- sets out remuneration details for each Director and for each member of the Company's specified executives; and
- makes clear that the basis for remunerating non-Executive Directors is distinct from the basis for remunerating Executives, including Executive Directors.

Following consideration of the Remuneration Report the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on, the Report. As provided by section 250R(3) an advisory resolution (which does not bind the Directors or the Company) that the Remuneration Report be adopted will be put to the vote.

The Directors recommend that you vote in favour of the Resolution in Agenda Item 2.

### **Agenda Item 3**

#### **Re-election of Mr Philip A Johnston**

Clause 84.1 of the Company's Constitution requires that at each annual general meeting of the Company, one third (or the number nearest to but not exceeding one third) of the Directors, (excluding a Director who is the Managing Director, and a director appointed to fill a casual vacancy) must retire from office provided that no Director may retain office for more than 3 years without offering himself for re-election even though such submission results in more than one third of the Directors retiring from office.

Mr Philip A Johnston, Dip Eng (Production), having completed this three year term retires in accordance with clause 84.1 of the Constitution and offers himself for re-election as Director.

A Non-executive Director since 1997, Mr Johnston was elected Chairman of Novogen Limited with effect from 1 January, 2001. Mr Johnston has extensive experience in the pharmaceutical industry including 9 years as an Executive Director of Wellcome Australia Limited. He was previously a Director of two subsidiary Companies of GlaxoWellcome. He has had responsibility for production, distribution, quality assurance and consumer product development and has been directly involved in the establishment of strategic alliances and joint ventures.

He has completed a number of executive development programs including the University of NSW and the London Business School.

During the last three years Mr Johnston has served as a Director of the ASX listed company, Lipa Pharmaceuticals Limited and is currently a Director of NASDAQ listed, Novogen subsidiary, Marshall Edwards, Inc. Mr Johnston's directorship of Lipa ceased in November 2007 following a scheme of arrangement which saw Lipa ceasing as a public company at that time.

*Special responsibilities*

Chairman of the Board  
Chairman of the Remuneration Committee  
Member of the Audit Committee

The Directors unanimously recommend (with Mr Johnston abstaining) that you vote in favour of the Resolution in Agenda Item 3.

**Agenda Item 4**

**Re- election of Professor Paul J Nestel AO**

Clause 84.1 of the Company's Constitution requires that at each annual general meeting of the Company, one third (or the number nearest to but not exceeding one third) of the Directors, (excluding a Director who is the Managing Director, and a director appointed to fill a casual vacancy) must retire from office provided that no Director may retain office for more than 3 years without offering himself for re-election even though such submission results in more than one third of the Directors retiring from office.

Professor Paul J Nestel, AO, MD, FTSE, FRACP, FAHA, FCSANZ, having completed this three year term retires in accordance with clause 84.1 of the Constitution and offers himself for re-election as Director.

Professor Nestel is currently on the Senior Faculty at the Baker Heart Research & Diabetes Institute, Melbourne. Professor Nestel is also a Consultant Physician at the Alfred Hospital, Melbourne. He is Honorary Professor of Medicine at Deakin University, Melbourne. He was formerly Clinical Professor in Medicine, The Flinders University of South Australia. Professor Nestel has been closely involved in national and international pharmaceutical trials of cardiovascular drugs. He has been and remains a member of national and international committees for research and policy on cardiovascular disease. He has published over 420 scientific and medical papers and is a Fellow of the Australian Academy of Technological Sciences and Engineering, the Royal Australasian College of Physicians, a Fellow of the American Heart Association and a Fellow

of the Cardiac Society of Australia and New Zealand. Professor Nestel is an Officer of the Order of Australia and recipient of the Centenary Medal.

During the last three years Professor Nestel has served as a Director and is currently a Director for the NASDAQ listed, Novogen subsidiary, Marshall Edwards, Inc.

*Special responsibilities*

Member of the Remuneration Committee  
Member of the Audit Committee

The Directors unanimously recommend (with Professor Nestel abstaining) that you vote in favour of the Resolution in Agenda Item 4.

**Agenda Item 5**

**Re- election of Mr William D Rueckert**

Clause 82.3 of the Company's Constitution requires any Director who has been appointed by way of casual vacancy or in addition to existing Directors holds office only until the next annual general meeting at which point that Director must retire from office.

Mr Rueckert, retires in accordance with clause 82.3 of the Constitution and offers himself for re-election as Director.

Mr Rueckert has been a Director of the Company since March, 2009 and has been a Director of Marshall Edwards, Inc. between March, 2007 and March, 2009. Mr Rueckert is the Managing Member of Oyster Management Group LLC an investment fund specialising in community banks. From 1991 to 2006 he was President and Director of Rosow & Company, a private investment firm based in Connecticut. Mr Rueckert has been President and Director of Eastern Capital Development, LLC from 1999 to 2005, treasurer of Moore & Munger, Inc., a company with interests in the petroleum and resort development industries, from 1988 until 1990, and was President of United States Oil Company, a publicly traded oil exploration business, from 1981 to 1988. Among his many civic associations, Mr Rueckert is Director and President of the Cleveland H. Dodge Foundation, a private philanthropic organisation in New York City and Chairman of the Board of the Trustees of Teachers College, Columbia University.

During the last three years Mr Rueckert has served as a Director for the Emergency Filtration Products, Inc. and the NASDAQ listed, Novogen subsidiary, Marshall Edwards, Inc.

The Directors unanimously recommend (with Mr Rueckert abstaining) that you vote in favour of the Resolution in Agenda Item 5.

## **Agenda Item 6**

### **Approval of issue of employee options to Professor Alan Husband**

The Board has resolved to allow Professor Husband to share in the growth of the Company on the same basis as all other eligible employees by inviting him to apply for options under the Novogen Limited Employee Share Option Plan (the "Plan").

It is the Board's intention that the Plan will apply equally to all eligible employees, and that allocations of options to employees who are Directors are based on the same terms as those given to eligible employees who participate in the Plan. Therefore the number of options which Professor Husband will be invited to apply for is the number calculated using the same basis as for all eligible employees who participated in the March, 2009 allocation of options under the Plan. All employees who were eligible, other than the executive Directors, did participate in the March, 2009 allocation. This calculation has been set by the administrators of the plan and is based on a combination of multiples of equivalent Australian salary packages for employees with a minimum length of service. There was no price payable by employees for the allocation of options to them. There will be no price payable by Professor Husband for the allocation of options to him. The options allocated to employees had an exercise price being calculated as the weighted average of the closing share price on the ASX for the 5 days commencing 3 March, 2009, being the day after the Board made the decision to proceed with an allocation under the Plan. The exercise price so calculated was \$0.5256.

These options will be issued on the terms and conditions of the Plan and on the terms set out as follows:

The options issued to Professor Husband will become exercisable provided he remains an employee as follows:

- (i) 53,635 of those options will vest on 6 March, 2010;
  - (ii) 53,635 of those options will vest on 6 March, 2011;
  - (iii) 53,635 of those options will vest on 6 March, 2012;
  - (iv) 53,635 of those options will vest on 6 March, 2013;
- and
- (v) any options which have not been exercised by 6 March, 2014 will lapse;

The maximum number of options that may be acquired by Professor Husband under the Plan, in respect of which approval is sought, is 214,540. Each option entitles Professor Husband to acquire one ordinary share in Novogen.

The proposed issue date for options granted to Professor Husband is 30 October, 2009 and in any event no later than 12 months after the meeting.

The exercise price for the options is A\$0.5256, being the same price as for the options most recently allocated to Employees in the March, 2009 allocations.

In accordance with ASX Listing Rule 10.15.4 no Directors, associates of those Directors or persons who could be regarded as being associates of those Directors received options under the Plan since the last approval was obtained by Shareholders.

In accordance with ASX Listing Rule 10.15.4A, all Directors of the Company are entitled to participate in the Plan:

#### **Voting exclusion statement**

*Please note:*

*The Company will disregard any votes cast on Item 6 by:*

- *any of the Directors; and*
- *an associate of any of them.*

*However the Company need not disregard a vote on Item 6 if:*

- *it is cast by a person as proxy for another who is entitled to vote, in accordance with the directions on the proxy form;*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

The Directors unanimously recommend (with Professor Husband abstaining) that you vote in favour of the Resolution in Agenda Item 6.