

**NOVOCURE LIMITED**  
**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE**

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of NovoCure Limited (the “Company”) is:

- to identify and screen individuals qualified to become members of the Board of Directors of the Company (the “Board”) and Board committees;
- to recommend to the Board for selection as director nominees individuals qualified to become Board members;
- to develop and recommend to the Board a set of effective corporate governance principles and policies applicable to the Company;
- to review the structure of the Board’s committees and make recommendations to the Board for its approval directors to serve as members of each Board committee, and where appropriate, make recommendations regarding the removal of any member of any Board committee;
- to review and assess the adequacy of the Company’s Memorandum and Articles of Association on an annual basis; and
- to oversee the review and evaluation of the Board and generally advise the Board on corporate governance and related matters.

**II. Structure and Membership**

1. **Number.** The Committee shall consist of such number of directors as the Board shall from time to time determine, but in no event less than three.
2. **Independence.** The Committee shall consist of such number of “independent” members as required by the applicable rules of The NASDAQ Stock Market LLC (“NASDAQ”), but in no event shall the Committee consist of less than a majority of “independent” members. The term “independent” shall be as defined in NASDAQ listing standards. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.
3. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote.
4. **Compensation.** The compensation of the Committee members shall be as determined by the Board.

5. Selection, Removal and Term. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee, following the annual meeting of shareholders. The Board may remove members of the Committee from such Committee, with or without cause, and where appropriate, upon the recommendation of the Committee. Members shall serve until their successors are duly elected and qualified or until their earlier death, resignation or removal.
6. Subcommittees. The Committee may form and delegate authority to one or more subcommittees when appropriate.
7. Report to the Board. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

### **III. Meetings**

1. Frequency and Notice. The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four (24) hours prior to the meeting. The Committee may meet by telephone, video conference or similar means of remote communication, so long as each member of the Committee can hear what is said by any other member of the Committee.
2. Quorum. A majority of the members of the Committee shall constitute a quorum. If a quorum is present, a majority of the members shall decide any question brought before the Committee.
3. Unanimous Written Consents. Unless the Committee by resolution determines otherwise, the Committee may take any action required or permitted to be taken by it without a meeting if all members of the Committee consent thereto in writing.
4. Minutes. The Committee shall maintain minutes or other records of its meetings and such minutes or other records shall be made available to the Board.

### **IV. Authority and Responsibilities**

1. Board and Committee Membership
  - *Selection of Director Nominees* – The Committee shall be responsible for (i) identifying and screening individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated by the Board for election as directors at the annual meeting of shareholders and the persons to be appointed by the Board to fill any vacancies on the Board. The Committee shall be responsible for determining the appropriate skills and characteristics required of Board members in the context of its current make-up, and shall consider factors such as independence, experience, strength of character, mature judgment and technical skills in its assessment of the needs of the Board. In evaluating

candidates for nomination to the Board, the Committee shall take into account NASDAQ listing standards and any other applicable law, regulation or rule.

*Composition* – The Committee shall be responsible for reviewing the composition and size of the Board as a whole to ensure that the Board is most effective in relation to future operations.

- *Search Firms* – The Committee shall have the authority to retain and terminate any search firms to be used to identify director nominees, including authority to approve the search firm’s fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
- *Independence* – The Committee shall be responsible for annually reviewing the relationships that each director has with the Company for purposes of determining independence.
- *Selection of Committee Members* – The Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. In evaluating candidates for service on a committee, the Committee shall take into account NASDAQ listing standards and any other applicable law, regulation or rule. The Committee shall also recommend to the Board one or more “audit committee financial experts” (as defined under applicable rules of the U.S. Securities and Exchange Commission) for the Audit Committee.

## 2. Corporate Governance

- *Corporate Governance Principles* – The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such principles and recommend any changes deemed appropriate to the Board for approval.
- *Other Matters* – The Committee shall generally advise the Board as a whole on corporate governance matters.

## 3. Director Education; Evaluation of the Board and its Committees

- *Director Education* – The Committee shall oversee the Company’s orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- *Regular Evaluation* – The Committee shall be responsible for overseeing an evaluation of the Board on a regular basis, but not less than once every year, to determine whether it and its committees (including this Committee) are functioning effectively. The Committee shall determine the nature of the

evaluation, supervise the conduct of the evaluation and prepare an assessment of and recommendations to improve the performance of the Board and its committees, to be discussed with the Board.

#### 4. Succession Planning; Director Resignation

- *Executives* – Succession planning for Company executives shall be the responsibility of the Compensation Committee of the Board of Directors.
- *Board Members* – The Committee shall plan for continuity on the Board as existing Board members retire or rotate off the Board.
- *Director Resignation* – The Committee shall review any director resignation letter delivered by a director and evaluate and recommend to the Board whether such resignation should be accepted. The Committee shall also have the authority to request the resignation of Directors under certain circumstances in accordance with the Company's Corporate Governance Guidelines.

#### 5. Conflicts of Interest

- *Review Other Directorships and Affiliations* – In connection with the Company's filing of its Annual Report on Form 10-K, the Committee shall review directorships, consulting arrangements and other business relationships involving the Company's directors as reported in the directors' questionnaires for possible conflicts of interest.
- *Address Conflict of Interest Situations* – The Committee shall identify, analyze and, if possible, resolve actual and potential conflicts of interest a Board member has or may have.
- *Address Corporate Affiliation Issues* – The Committee shall review the continued appropriateness of Board membership under circumstances where a director has retired, changed their principal occupation or business association or accepted or intends to accept a directorship with another company.
- *Waivers of Company Codes of Conduct* – The Committee shall review and approve any waivers of such codes relating to officers or directors of the Company.

#### 6. Other Matters

- *Memorandum and Articles of Association* – The Committee shall review the Company's Memorandum and Articles of Association and all amendments thereto on an annual basis, and recommend any proposed changes to the Board for approval.

- *Charter of the Committee* – The Committee, on an annual basis, shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- *Independent Advisors* – The Committee shall have the exclusive authority, at the expense of the Company and without management approval, to retain such independent consulting, legal, accounting and other advisors as it shall deem appropriate.
- *Investigations* – The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee.
- *Charitable Contributions* – The Committee, on an annual basis, shall review the appropriateness of contributions made by the Company.
- *Marketing, promotion and sales of products.* The Committee shall conduct a review of the content, operations and effectiveness of the Company’s compliance program as it relates to the marketing, promotion and sale of products on an annual basis that shall include updates and reports by the Company’s Chief Compliance Officer and other compliance personnel on their activities and updates about adoption and implementation of policies, procedures and practices designed to assure compliance with relevant FDCA and other applicable legal requirements.
- *Other* – The Committee shall have responsibility for such other matters, consistent with this Charter, the Company’s Memorandum and Articles of Association, governing law, NASDAQ listing standards, the U.S. federal securities laws and such other requirements applicable to the Company, as assigned or delegated to it by the Board from time to time.
- *Disclosure of Charter* – This Charter will be made available on the Company’s website.

APPROVED: July 27, 2016