

# novocure

**CODE OF CONDUCT**

## **1. SCOPE**

This Code of Conduct applies to all NovoCure employees, officers, directors and consultants, including our principal executive, financial and accounting officers and all persons performing similar functions. The terms “NovoCure” and “Company” refer to NovoCure Limited and its subsidiaries.

This Code of Conduct is a general summary of NovoCure’s policies on business conduct and who you can contact for questions regarding compliance questions and concerns. All employees are subject to the laws and regulations of the country in which they work. Please contact your manager or the Legal Department if you are unsure about what laws apply to your business activities. Employees must maintain familiarity, and conduct themselves in accordance, with all policies established at NovoCure, including this Code of Conduct.

## **2. EMPLOYMENT LAWS AND POLICIES**

### **2.1. Health & Safety**

NovoCure and its employees must comply with all applicable laws relating to health and safety in the workplace. Employees must observe and follow safe policies and practices and report any injury or accident at work promptly.

#### **2.1.1. Violence in the Workplace**

The Company is committed to preventing workplace violence and to maintaining a safe work environment. All employees, and other persons with whom employees may have contact with while on Company time or Company business, should be treated with courtesy and respect at all times.

Any instances of violence must be reported to the employee’s supervisor and/or Human Resources. All complaints will be fully investigated. The Company will promptly respond to any incident or suggestion of violence. Violation of this policy will result in disciplinary action, up to and including immediate discharge.

#### **2.1.2. Drug-free and Alcohol-free Workplace**

NovoCure is dedicated to maintaining a drug and alcohol free workplace. Accordingly, employees are prohibited from engaging in the unlawful manufacture, distribution, sale, possession or use of illegal narcotics, drugs or controlled substances or the unauthorized use of alcohol while on NovoCure business or on NovoCure premises. NovoCure premises include all land, property, buildings, structures, installations, parking lots and means of transportation owned by or leased to NovoCure or otherwise being utilized for NovoCure business, and private vehicles parked on NovoCure premises.

Employees are prohibited from reporting to work or working while under the influence of alcohol, illegal narcotics, drugs or other controlled substances, except if the controlled substances are taken pursuant to the instructions of a licensed health care provider. Employees are also prohibited from consuming alcohol or using drugs, illegal narcotics or other prohibited controlled substances during working hours, including during meal and break periods. This does not include the authorized use of alcohol at Company-sponsored functions or activities.

### **2.2. Policy Against Discrimination & Harassment**

NovoCure is committed to maintaining a work environment in which all individuals are treated with respect and dignity. Each individual should be able to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, NovoCure expects that all relationships among persons in the workplace will be business-like and free of bias, prejudice and harassment.

The purpose of this policy is to assure that no employee, manager, supervisor or third party doing business with the Company verbally or physically harasses any individual in connection with NovoCure business activities for any reason.

Any employee who feels that (s)he is a victim of harassment or has witnessed such harassment in the workplace should immediately report the matter to Human Resources or any other member of management. NovoCure will investigate all such reports with appropriate care and discretion.

### **2.2.1 Sexual Harassment**

Sexual harassment constitutes discrimination and is illegal under law in many countries. Although the following is a general summary of what constitutes sexual harassment, there may be certain legal differences depending on the country in which a NovoCure office is located. Therefore, employees should refer to all relevant NovoCure policies and local law regarding sexual harassment that apply to their office location.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when, for example: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

Sexual harassment may include a range of subtle and not so subtle behaviors and may involve individuals of the same gender or different genders. Depending on the circumstances, these behaviors may include, but are not limited to: unwanted sexual advances or requests for sexual favors; sexual jokes and innuendo; verbal abuse of a sexual nature; commentary about an individual's body, sexual prowess or sexual deficiencies; leering, catcalls or touching; insulting or obscene comments or gestures; display or circulation in the workplace of sexually suggestive objects or pictures (including through e-mail); and other physical, verbal or visual conduct of a sexual nature. Gender-based harassment, harassment not involving sexual activity or language (e.g., male manager yells only at female employees and not males), may also constitute discrimination if it is severe or pervasive and directed at employees because of their gender.

### **2.2.2 Harassment**

NovoCure strictly prohibits any harassment on the basis of any protected characteristic. Harassment includes verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of his/her race, color, religion, national origin, ancestry, age, disability, gender, sexual orientation, pregnancy, genetic information or any other characteristic protected by law, and that: (i) has the purpose or effect of creating an intimidating, hostile or offensive work environment; (ii) has the purpose or effect of unreasonably interfering with an individual's work performance; or (iii) otherwise adversely affects an individual's employment opportunities.

Examples of harassing conduct include, but are not limited to: epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes and display or circulation in the workplace of written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including through e-mail).

### **2.2.3 Individuals and Conduct Covered**

NovoCure's prohibition on discrimination and harassment applies to all applicants and employees, and prohibit harassment, discrimination and retaliation whether engaged in by fellow employees, by a supervisor or manager, or by a third party doing business with NovoCure (e.g., an outside vendor, consultant or customer).

Discrimination and/or harassment is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.

Employees, supervisors, managers and third parties doing business with NovoCure may not exclude or separate individuals of a particular gender, or any other protected characteristic, from participating in business or work-related social activities or discussions in order to avoid allegations of harassment. Disparate treatment on the basis of gender or any other protected characteristic, with regard to terms, conditions, privileges and perquisites of employment will not be tolerated.

### **2.2.4 Reporting Incidents of Discrimination and/or Harassment**

Employees who have experienced conduct they believe is contrary to this policy against discrimination and/or harassment are encouraged to report any such conduct to their superiors or via the hotline described in "Whistleblower Policy" below.

The Company is committed to responding quickly and effectively to any internal report of harassment, discrimination or retaliation and hopes that all employees will be comfortable coming forward and allowing the Company to pursue an investigation and resolution of any such matter internally.

### **2.2.5 Questions**

Individuals who have questions or concerns about any of these employment laws and/or policies should talk with Human Resources or the Legal Department.

## **2.3. Equal Employment Opportunity Policy Statement**

NovoCure is an equal opportunity employer and follows a policy of administering all employment decisions and personnel actions without regard to race, color, religion, sex, age, national origin, ancestry, disability, pregnancy, sexual orientation, genetic information, or any other protected characteristic as established by law.

Further, consistent with applicable legal obligations, NovoCure will make reasonable accommodations for qualified individuals with disabilities. The Company similarly makes reasonable accommodations of religious beliefs and practices in accordance with applicable legal obligations. Any employee who needs a reasonable accommodation should contact Human Resources or their manager.

## **2.4. Privacy of Personnel Files**

Human Resources maintains a personnel file for each employee, which is kept confidential by the Company with access only provided on an as necessary basis. Personnel files contain hiring, personal and job-performance information. An employee who submits a written request will be provided, normally within five business days of such request, with an opportunity to review his or her personnel record on Company premises during normal business hours or with a copy of his or her personnel record. For more information, please contact Human Resources.

## **3. COMPANY STANDARDS**

### **3.1. Conflicts of Interest/Financial Interests in Other Businesses**

The Company expects our employees to conduct business according to the highest ethical standards of conduct. Business dealings that create or appear to create a conflict between the interests of the Company and an employee are unacceptable. A conflict of interest occurs when an employee places or finds himself or herself in a position where his or her private interests may conflict with the interests of the Company (e.g., an employee would benefit financially if a particular vendor is selected to perform services for NovoCure) or have an adverse effect on the employee's motivation or the proper performance of his or her job at the Company.

The Company recognizes the right of employees to engage in activities outside of their employment with the Company that are private in nature and unrelated to our business. However, the employee must disclose any possible conflicts so that the Company may assess and prevent conflicts of interest from arising.

An employee and his or her immediate family may not own or hold any significant interest in a supplier, customer or competitor of the Company, except where such ownership or interest consists of not more than 5% of the securities in a publicly owned company and those securities are regularly traded on the open market.

If an employee has any question whether an action or proposed course of conduct would create a conflict of interest, he or she should immediately contact Human Resources or Legal Department to obtain advice on the issue.

### **3.2. Reporting Potential Conflicts**

An employee must promptly disclose actual or potential conflicts of interest, in writing, to his or her supervisor. Approval of the action or relationship creating the actual or potential conflict will not be given unless the Company determines that such employee action or relationship will not interfere with the employee's duties or damage the Company. Approval must be in writing and signed by the CEO, CFO or COO to be valid.

A violation of this policy will result in immediate and appropriate discipline, up to and including termination of employment.

### **3.3. Confidentiality and Work Product Ownership**

NovoCure's intellectual property, trade secrets and proprietary and confidential records and information that relates to the Company or to its customers, suppliers, business partners or patients must be protected from inappropriate or unauthorized access or disclosure. The contents of NovoCure's intellectual property, trade

secrets and proprietary or other confidential records or information may not be disclosed to anyone, except where required for a business purpose or where the records or information have previously been disclosed to the public by the Company. Employees must not disclose any confidential information, purposefully or inadvertently (through casual conversation), to any unauthorized person inside or outside the Company. Employees who are unsure about the confidential, proprietary or trade secret nature of specific information should ask their supervisor for clarification. Employees will be subject to appropriate disciplinary action, up to and including termination, for knowingly or unknowingly revealing trade secrets and/or other information of a confidential or proprietary nature.

All employees must be aware that NovoCure retains legal ownership of any work product created by such employee. No work product created while employed by the Company can be claimed, construed or presented as property of the individual employee, even after employment by the Company has been terminated or the relevant project completed. This includes written and electronic documents, audio and video recordings, system code, business and research plans, clinical trial data and correspondence with regulatory authorities, and also any concepts, ideas, inventions, discoveries, improvements, methods, copyrightable subject matter or other intellectual property developed for the Company, or that arises out of the employee's work for the Company or from information received regarding the business of the Company, regardless of whether the intellectual property is actually used by the Company.

Employees are also subject to the confidentiality and work product provisions of their Employment Agreement or any other individual contract.

### **3.4. Electronic Communications Usage Policy & Blogging and other Public Internet Communications**

Computers, equipment, computer files, servers, networks, email, voice and fax systems (collectively the "Systems"), and software furnished to employees, are Company property intended for business use. All communications and information created by, transmitted by, received from or stored in these Systems are Company records and, therefore, the property of the Company. No employee should have an expectation of privacy in any document, email or other material created, viewed or saved using any System. Subject to local laws, all such documents, emails and materials are the sole property of the Company.

Accordingly, all employees must be aware that:

- Systems are limited to business use and, consistent with applicable law, the Company may monitor, intercept or review employee use of the Systems;
- All files or data stored on the Systems are NovoCure property and subject to NovoCure review;
- Use of inappropriate language or images in electronic transmissions on the Systems is prohibited; and
- Systems are only to be accessed by authorized individuals.

#### **3.4.1. Social Media**

The Company acknowledges the growing popularity of weblogs or "blogs," personal websites and other public Internet communications (including, but not limited, to Facebook, MySpace, YouTube, Twitter, Instagram, Snapchat, podcasts, text messages, instant messaging, MMS messaging, chat rooms and website postings) (collectively, "Internet Communications"). However, because of the legal and other ramifications that may stem from publicly posting material, the following policy regarding public Internet Communications applies during both working and non-working time. This policy applies to all Internet Communications that may be accessed by the public, including, but not limited to, blogs, personal websites and discussion

forums.

### **3.4.2. During Working Time**

Blogging and other public Internet Communications are not permitted during an employee's working time, unless approved for NovoCure business purposes.

### **3.4.3. During Non-Working Time**

During non-working time, the following requirements must be met:

- **Pre-Approval of NovoCure References; Disclaimers.** No employee may make any public reference on the Internet to NovoCure, its business or its employees (in their capacity as such) without the approval of the Legal Department. Any approved reference to NovoCure, its employees or its business publicly posted on the Internet must contain a disclaimer indicating that the thoughts and opinions expressed belong to the author and do not necessarily reflect the thoughts and opinions of the Company.
- **Posting of Certain Protected Information Prohibited.** Employees may not disclose trade secrets, confidential business information (*e.g.*, business plans, strategies, customer or patient information, etc.), or other confidential or proprietary information belonging to or regarding NovoCure, its customers, clients, patients or business partners, to individuals outside the Company, in Internet Communications.

Employees wishing to post blogs or other public Internet Communications should be aware that copyright and trademark laws restrict the use and copying of material belonging to NovoCure and others. Employees may not post the names, logos, pictures or other images of NovoCure's customers, patients or business partners in any blogs or other public Internet Communications without express permission from the CEO, CFO or COO. Employees may not violate the intellectual property or privacy rights of others.

### **3.4.4. Other Prohibited Activities**

NovoCure's equal employment opportunity policy and its policies against sexual or other harassment apply fully to the use of the Internet, including Internet Communications. If conduct is in violation of Company policies and/or is seen as compromising the interests of the Company, the Company may request that you cease the inappropriate conduct or remove the offensive conduct, and may take appropriate disciplinary action, up to and including termination.

### **3.4.5. Other Guidelines**

Each employee is personally responsible for material s/he posts on a blog or website. In addition, any employee wishing to maintain blogs or websites should be aware that s/he could be held responsible for content posted by third parties, such as comments. Employees are encouraged to monitor and/or restrict such third-party content on any websites or blogs they maintain.

### **3.4.6. Violations of Policy**

Failure to follow this policy may result in disciplinary action, including possible termination. All blogs and other public Internet Communications are subject to the other policies contained in this Code of Conduct.

### **3.5. Company Property**

The protection of NovoCure's business information, property and all other Company assets is vital to the interests and success of NovoCure. The Company provides supplies, equipment and other materials necessary for employees to perform their jobs. These items are exclusively the property of NovoCure and are to be used for NovoCure business purposes. No NovoCure -related information or property, including, without limitation, documents, files, records, computer files, equipment, office supplies or similar materials (except in the ordinary course of performing duties on behalf of NovoCure) may be removed from the Company's premises without authorization of appropriate management personnel. Loss, damage or theft of Company property should be reported immediately to a supervisor. Negligence in the care and use of Company property is grounds for discipline, up to and including termination.

In addition, upon termination of employment or at any time at the Company's request, an employee must return to the Company all NovoCure -related information and property that the employee has in his/her possession, including, without limitation, documents, files, records, manuals, information stored on a personal computer or on a computer disc, and equipment or office supplies. Violation of this policy is a serious offense and will result in appropriate disciplinary action, up to and including termination, and could also result in legal action.

### **3.6. Insider Trading**

Insider trading is both illegal and unethical. Please refer to the Company's separate insider trading policy for more information. If you have any questions, or if you are unsure about the business conduct expected of you, please contact the Legal Department.

### **3.7. Gifts and Favors**

The standards set forth for gifts and favors (i.e., services that are either unpaid or where the charge is below fair market value) apply not only to receiving gifts or favors, but to giving them as well. Employees should not place themselves under an actual or apparent obligation to anyone by accepting gifts or favors that are intended – or appear to be intended – to influence business judgment.

Employees may not solicit or accept gifts of significant value, as determined by local standards, lavish entertainment or other benefits from potential and actual customers, suppliers or competitors without the approval of their supervisor. Special care must be taken to avoid even the impression of a conflict of interest. An employee may entertain potential or actual customers if such entertainment is consistent with accepted business practices and this Code of Conduct, does not violate any law or generally accepted ethical standards, and the public disclosure of the facts will not embarrass the Company.

The Company will never offer or give gifts or favors intended for the personal use of an individual or employee or an agent of another corporation, organization or government in return for specific favorable business decisions or treatment. Similarly, employees must not accept gifts or favors under such circumstances. Any questions regarding this policy should be addressed to Human Resources or the Legal Department.

### **3.8. Books, Recordkeeping and Anti-Fraud**

All books, records and accounts of NovoCure, regardless of location, must be maintained in accordance with all applicable accounting rules and regulations and NovoCure's record management and retention policies. All transactions affecting assets, liabilities, shareholders' equity, revenues and expenses must be recorded on a timely basis in detailed journals and must be traceable through the general ledger and resulting financial statements.

NovoCure does not condone practices that might lead to fraudulent financial reporting, including any intentional or reckless conduct, whether by act or omission, that results in materially misleading financial statements. NovoCure will not tolerate the falsification of information to it or on its behalf in the furtherance of Company business.

If NovoCure provides goods or services to the U.S. Government, special recordkeeping rules may apply and the CFO must approve recordkeeping procedures for such projects. Note that civil and/or criminal penalties may apply to falsification of information to the government. For more information, please contact the Legal Department.

NovoCure strictly complies with all applicable laws regarding furnishing pricing data to government entities. You should promptly advise the Finance Department if you become aware of any inaccuracy or deficiency in accounting records or government pricing reports.

### **3.9. Records Management**

Consistent with good business practices and good judgment, and in accordance with NovoCure's record retention policies, you must retain records for as long as they are required and in the manner required to meet legal, regulatory, administrative and operational requirements. Records necessary for business reasons will be retained for a period of time that will reasonably assure the availability of those records when needed. Whenever it becomes apparent that records of any type will be required in connection with a lawsuit or investigation, all relevant records should be preserved, and ordinary disposal or alteration of records pertaining to the subject of the litigation or investigation should be immediately suspended. If you are uncertain whether records under your control should be preserved because they may relate to a lawsuit or investigation, please contact the Legal Department.

## **4. STANDARDS IN THE MARKETPLACE**

### **4.1. Interactions with Health Care Professionals**

NovoCure is committed to acting legally and ethically in all of its business activities. When interacting with health care professionals, NovoCure's adherence to ethical standards and compliance with applicable laws is critical to our ability to preserve our reputation and to continue collaborating with health care professionals to serve the interests of our patients. All interactions with health care professionals are guided by relevant laws, regulations and industry standards; national and regional industry and professional association codes; and NovoCure's policies and procedures relating to interactions with health care professionals. NovoCure follows the AdvaMed Code of Ethics when interacting with health care professionals practicing in the United States and the Eucomed Code of Ethical Business Practice when interacting with health care professionals practicing in Europe. For interactions with any health care professionals in countries and/or regions outside the United States and Europe, NovoCure follows the applicable laws and regional industry and association codes governing such interactions. If you have any questions regarding the applicable laws, regulations and/or standards with respect to interacting with health care professionals practicing in a particular country, please contact the Legal Department for guidance.

### **4.2. Healthcare Laws and Regulatory Requirements**

NovoCure is subject to many rules and regulations designed to protect patients and consumers, improve the quality of medicines and healthcare services, and help eliminate fraud and improper influence on medical judgment.

NovoCure follows all laws and regulatory requirements governing the development, manufacturing,

distribution, marketing, government contracting, sale and promotion of our products. Because NovoCure is a global company, the laws and regulatory requirements of one country may apply to activities in another country. For example, many requirements of the U.S. Food and Drug Administration (FDA) must be followed when conducting NovoCure business and operations outside of the United States. In the event local laws and regulatory requirements differ from those of the United States, the stricter set of laws and regulatory requirements generally applies, with limited exceptions. If you have any questions about which laws, regulations, polices or industry standards apply in a particular business situation, please contact the Legal Department.

You must be familiar with the standards that apply to your business and your role. By following NovoCure's policies, you will ensure your compliance with all laws and regulations relating to the conduct of our business.

NovoCure is committed to providing timely and honest product information to patients, consumers, healthcare professionals and regulators worldwide to keep these stakeholders informed of the uses, safety, contraindications and side effects of our products.

#### **4.3. Privacy of Personal Information**

NovoCure is committed to preserving the privacy of personal information about its employees and patients. In many countries, personal information includes any information that can identify an individual, including, but not limited to, an individual's name, address, medical information, telephone number and any other information that can identify an individual. All personnel are required to comply with NovoCure's policies regarding protecting personal information, including patient information, and applicable laws and regulations.

In order to protect personal information, NovoCure employees should comply with certain obligations, including, but not limited to, the following:

- Making sure that personal information that identifies NovoCure employees and/or patients is kept strictly confidential and is only used or disclosed in accordance with applicable laws after appropriate notice is given and/or the individual's consent is obtained;
- Collecting personal information only for legitimate business reasons;
- Taking adequate precautions to safeguard personal information;
- Not sharing personal information with anyone who does not have a legitimate need to know such information as determined by NovoCure's policies; and
- Only permitting appropriate access to any individual whose personal information is held by NovoCure in accordance with applicable laws.

#### **4.4. Patient Safety**

NovoCure is committed to providing the highest quality products and ensuring product integrity and patient safety during development, commercial manufacturing, distribution, and throughout the product lifecycle. Each of us must take personal responsibility for upholding the highest standards of quality in everything we do.

NovoCure monitors and evaluates adverse events associated with our products in clinical trials and our marketed products. To ensure we meet our worldwide safety reporting requirements, you must promptly report, any adverse events or medical events associated with any of our products, to Technical Support as set forth below, as soon as you become aware of such event, but in no event later than twenty-four (24) hours after such awareness:

Novocure Inc.  
Attention: Technical Support  
[Support@novocure.com](mailto:Support@novocure.com)  
Phone: 855.281.9301

If you are not able to report an adverse event in the manner identified above, you must report the information to your supervisor within twenty-four (24) hours after you become aware of such adverse event.

#### **4.5. Clinical Trials**

NovoCure is committed to ensuring the safety of the patients and volunteers who take part in our clinical trials, and to upholding the highest ethical, scientific and clinical standards in all of our research initiatives worldwide. All NovoCure-sponsored clinical studies are designed and conducted in accordance with applicable laws and regulations as well as recognized medical and ethical standards. Our policies and procedures are intended to ensure NovoCure's respect for the health, well-being and safety of research participants as well as for the culture, laws and regulations of the countries in which studies are conducted.

#### **4.6. International Business**

The laws of the United States and other countries where NovoCure does business prohibit or restrict direct or indirect dealings with certain countries. Such laws may also restrict our dealings in certain countries with individuals, and companies controlled by certain governments. U.S. law also prohibits or restricts dealings with certain parties identified by the U.S. Department of Commerce and the U.S. Department of the Treasury. NovoCure will exercise appropriate due diligence with regard to third parties with which NovoCure will transact business and will keep employees apprised of any prohibitions against engaging in business relationship with certain countries.

No business unit or employee of NovoCure may engage in any dealings with a country subject to U.S., European Union, Swiss, Israeli or applicable United Nations embargoes or trade sanctions without prior written approval from the Legal Department. Dealings with countries under an embargo or sanctions imposed by countries or authorities other than the United States or the United Nations must also be approved in advance by the Legal Department. If a decision is made to do business with a sanctioned country, all appropriate licenses from the relevant authorities must be obtained in advance of any dealings with the particular country and the Legal Department must be involved in this process.

NovoCure will not enter into business transactions with or proceed with a business transaction if the other party is included on any Restricted Parties lists maintained by any governmental entity in the countries or regions in which NovoCure operates.

If you have any questions about this topic, please contact the Legal Department.

#### **4.7. Advertising/Marketing**

NovoCure is committed to fair competition as a matter of corporate conduct and abiding by all laws that apply to our marketing activities. Under such laws, it is illegal to use unfair methods of competition or unfair or deceptive acts or practices in commerce, such as:

- False or misleading advertising, or any other form of misrepresentation made in connection with our products;
- Bribery of competitors' or customers' employees or of health care professionals; and
- Unfair comments about competitors' products.

NovoCure colleagues performing sales, marketing, medical and regulatory functions must be familiar with NovoCure's policies and procedures regarding labeling and promotional programs and other relevant topics. Please contact the Legal Department if you have any questions about which policies, procedures, laws, regulations or industry standards apply to your work.

#### **4.8. Improper Payments**

In virtually every country in which NovoCure does business, it is unlawful to make a corrupt payment to a government official for the purpose of obtaining or retaining business or for a competitive business advantage. In many countries, private commercial bribery is also prohibited.

NovoCure is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), which makes it a crime for a U.S. company and individuals to make payments to foreign officials to influence a foreign official's acts or decisions or to induce a foreign official to act in violation of a lawful duty in order to obtain or retain business or secure improper advantage, and other laws that prohibit improper payments to obtain a business advantage.

NovoCure strictly prohibits bribery or other improper payments in the conduct of any business. This prohibition applies to all business activities anywhere in the world, regardless of whether such activities involve government officials or are commercial in nature. A bribe or other improper payment to secure a business advantage is never acceptable and can expose individuals and NovoCure to criminal prosecution, reputational harm or other serious consequences.

Improper payments prohibited by this policy include bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. Improper payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of NovoCure's business.

This policy applies to everyone at NovoCure, including all officers, employees and agents or other individuals and entities acting on NovoCure's behalf. Each employee of NovoCure has a personal responsibility and obligation to conduct business activities ethically and in compliance with the law. Failure to do so may result in disciplinary action, up to and including termination. Agents, consultants, contract workers and other third parties acting on NovoCure's behalf are not NovoCure employees, and

nothing in this policy should be construed to the contrary.

#### **4.9. Anti-trust and Competition Laws**

Antitrust and competition laws around the world protect free competition. While these laws are complex and difficult to summarize, at a minimum they prohibit agreements between NovoCure and our competitors that affect prices, terms or conditions of sale, or fair competition. If you are responsible for areas of the business where these laws apply, you must be aware of them and their implications, including how they apply in the country in which you operate.

NovoCure prohibits:

- Discussions or agreements with competitors about pricing, costs, or terms or conditions of sale;
- Discussions or agreements with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace;
- Agreements or understandings with competitors to fix prices or to allocate markets or customers; and
- Agreements to refuse to deal with certain customers or suppliers.

Antitrust and competition laws are complex and can vary significantly from country to country. Please ask for advice from the Legal Department to avoid acting in a potentially anti-competitive manner.

### **5. STANDARDS IN THE COMMUNITY**

#### **5.1. Protecting Your Safety in the Environment**

NovoCure is committed to operating in a manner that protects both its employees and the environment and complying with all applicable safety, health and environmental laws and regulations. Employees are crucial to the furtherance of our commitment to environmental health and safety.

Each employee is required to attend safety and environmental training programs, and is responsible for following NovoCure's safety and environmental policies, procedures and standards. All managers must stay alert to potential safety, health or environmental issues as well as any violation of NovoCure policies or any laws or regulations and address them immediately and appropriately. You should promptly report any safety, health or environmental violations or concerns to your supervisor, safety officer or Legal Department.

#### **5.2. Media and Public Inquiries**

NovoCure strives to provide timely and accurate information on business issues of importance to our employees, customers, the media, patients, government entities, shareholders and the general public. Accordingly, NovoCure has established policies and procedures for communicating to such audiences, which policies are administered by the Finance and Legal Departments.

It is important to remember that employees are not free to speak on behalf of NovoCure. Seemingly innocent or routine inquiries may have broad implications that are not readily apparent. Only authorized personnel of the Finance or Legal Departments or their designees are permitted to issue statements on behalf of NovoCure. For this reason, any inquiry made from outside NovoCure directly to an employee other than an official spokesperson of NovoCure must be referred to the Investor Relations Department.

### **5.3. Political Activities and Contributions**

NovoCure is committed to complying with all election and campaign contribution laws. NovoCure encourages all employees to be active participants in the political process. However, NovoCure prohibits the use of corporate funds, facilities or resources for political purposes unless prior approval has been received from the General Counsel in consultation with the CEO and CFO.

Personal contributions of time and/or money to political parties, campaigns and candidates must not be conducted on Company premises or during Company work time. You may not use NovoCure resources or funds, directly or indirectly, to make any federal, state or local political contributions.

There may be occasions when NovoCure provides information about pending legislation that may impact NovoCure. In these instances, an employee may choose to voluntarily communicate his or her views to elected representatives in government.

If you have questions regarding this policy, please contact the General Counsel.

### **5.4. Communication with Government Agencies**

NovoCure is subject to review and audit by various government agencies around the world and is often asked for information from those agencies. NovoCure will cooperate fully and in good faith with legitimate government inquiries and investigations. Each employee must provide truthful and complete information in the event s/he is questioned by government regulators or investigators regarding NovoCure or his or her work at NovoCure. If you receive a request that the Company provide information to a government agency, please contact the Legal Department in order to ensure that all appropriate steps are taken to protect NovoCure's legitimate business and/or legal interests.

## **6. ACTING WITH INTEGRITY**

### **6.1. Owning Compliance**

We are all responsible for acting with integrity in our business conduct and taking ownership of compliance. Your individual commitment to upholding this responsibility and holding colleagues accountable for such responsibility is essential to NovoCure's reputation and ultimate success. At NovoCure, we believe what we achieve is as important as how we achieve it.

### **6.2. NovoCure's Compliance Program**

NovoCure's compliance program supports legal and ethical conduct throughout the Company and provides an avenue to address concerns and raise questions. The Chief Compliance Officer is responsible for overseeing the administration and implementation of NovoCure's global compliance program. The Chief Compliance Officer also ensures leadership oversight of NovoCure's compliance program through the Audit Committee. The Compliance division works with the Chief Compliance Officer to ensure the implementation and effectiveness of the compliance program including developing and implementing: compliance policies and procedures in all areas of the business; employee training and awareness of such

policies and procedures as well as relevant laws and regulations governing day-to-day business activities; mechanisms to audit and monitor adherence to the compliance program in order to prevent, detect and address violations; an internal reporting and investigation process; and corrective and disciplinary action to prevent reoccurrence and to address misconduct. Other groups and individuals within the Company also provide compliance support, including, but not limited to, Human Resources, Health Payment and Policy, Safety, Quality Assurance, Investor Relations and Finance.

### 6.3. Raising Concerns/Violations

If you believe that you have observed or experienced any conduct that violates this Code of Conduct or have witnessed such conduct regarding others, you may bring your concerns to the attention of management immediately in any of the following ways:

- Report the conduct to your immediate supervisor;
- Report the conduct to your supervisor’s supervisor;
- Report the conduct to the Head of HR;
- Report the conduct to Mike Ambrogi, Chief Operating Officer, [Mike@novocure.com](mailto:Mike@novocure.com) / 603-501-4280; or
- Report the conduct to Todd Longworth, General Counsel and Chief Compliance Officer, [tlongworth@novocure.com](mailto:tlongworth@novocure.com) / 212.767.7549.
- Report the conduct to the Compliance division at [compliance@novocure.com](mailto:compliance@novocure.com).

*If for any reason you prefer to report conduct anonymously, you may communicate your concerns to NovoCure’s independent reporting service provider, The Network, via Web report or toll-free telephone, 24 hours a day, 7 days a week, without fear of retaliation, as follows:*

Report Online	<a href="http://reportlineweb.com/novocure">reportlineweb.com/novocure</a>
By Phone in the U.S.	855-379-1486
By Phone in Germany*	855-446-9022
By Phone in Israel*	855-446-9022
By Phone in Japan*	855-446-9022
By Phone in Switzerland*	855-446-9022

\* Please consult with your local office to obtain relevant access codes.

Please note, however, that local privacy laws may impact the scope and use of an anonymous hotline. For example, in some countries, you are not permitted to use a compliance hotline to report anonymous concerns and potential violations.

**IMPORTANT NOTE:** Harassment and any inappropriate conduct or violations of this Code of Conduct should be reported *before* such conduct and/or violations become severe or pervasive. Individuals are not obligated to report such violations or conduct to their immediate supervisor before bringing the complaint to the attention of another management representative, Human Resources or the Legal Department. Thus, if the particular circumstances make a discussion with your supervisor or your supervisor’s supervisor inappropriate (for example, if the complaint involves one or the other of them), please do not hesitate to bring the matter to the attention to Human Resources, the COO, the General Counsel, the Compliance division or anonymously through the toll-free hotline or on-line reporting described above, however you feel most comfortable.

## **“No Retaliation” policy**

Retaliation of any kind against employees for good faith reporting of possible violations of this Code of Conduct or for cooperating in the investigation of a report or complaint is unacceptable and will not be tolerated. NovoCure takes allegations of retaliation very seriously, and will actively investigate any actual or threatened act of retaliation. If it is determined that any actual or threatened retaliation has occurred, management will take appropriate action against the offending persons, up to and including termination of employment.

## **Investigation of Possible Misconduct; Disciplinary Action**

All reports and complaints regarding potential violations of this Code of Conduct will be handled with appropriate care and discretion. When an employee brings a complaint to the attention of any member of management, Human Resources and the Legal Department are notified and a thorough and impartial investigation of the allegations will be undertaken promptly. Such investigation may include individual interviews with the parties involved and, where necessary, with persons who may have observed the alleged conduct or may have other relevant knowledge of the conduct or incident(s) in question. Confidentiality will be maintained throughout the investigatory process to the extent possible to achieve adequate investigation and appropriate corrective action.

If the investigation reveals that inappropriate workplace conduct has occurred, management will take prompt and effective remedial action. Such measures are designed to put an immediate stop to any such conduct as well as to prevent such conduct from reoccurring.

Therefore, management retains the right to take whatever action it believes appropriate under the circumstances, which may include disciplinary action up to and including termination of the employment of the offending person.

If the employee making a complaint is not satisfied with how a complaint investigation is handled or resolved, the employee has the right to appeal to the CEO, COO or the CFO.

## **Whistleblower Policy**

Employees who have concerns about possible violations of federal or state law or regulations are encouraged to report such concerns to the General Counsel or to NovoCure’s Independent Service Provider, The Network, via Web report or toll-free telephone, 24 hours a day, 7 days a week, without fear of retaliation as follows:

Report Online	reportlineweb.com/novocure
By Phone in the U.S.	855-379-1486
By Phone in Germany*	855-446-9022
By Phone in Israel*	855-446-9022
By Phone in Japan*	855-446-9022
By Phone in Switzerland*	855-446-9022

\* Please consult with your local office to obtain relevant access codes.

Nothing in this or any Company policy or agreement shall be construed to prevent you from (i) responding truthfully to a valid subpoena; (ii) reporting to, communicating with, contacting, responding to an inquiry from, cooperating with, providing relevant information to or otherwise participating or assisting in an investigation conducted by: (A) any federal, state or local governmental or regulatory body or official(s) or self-regulatory organization regarding a possible violation of any state or federal laws or regulations that has occurred, is occurring or is about to

occur, including, but not limited to, the Department of Justice, the Securities and Exchange Commission (the “SEC”) and any other equivalent office of a federal or state agency or Inspector General; or (B) the Equal Employment Opportunity Commission, the National Labor Relations Board or any other governmental authority with responsibility for the administration of labor or employment laws regarding a possible violation of such laws. Prior authorization of the Company is not required to make any such reports or disclosures and no employee is required to notify the Company that he or she has made such reports or disclosures.

The Company wants you to be aware that:

(a) (i) you have the right not be retaliated against for reporting, either internally to the Company or to any governmental agency or entity or self-regulatory organization (including, for example, the SEC), information that you reasonably believe relates to a possible violation of law, including the securities laws, and (ii) it is unlawful to retaliate against anyone who has reported potential misconduct either internally or to any governmental agency or entity, or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed; and

(b) the Company may not require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, or offer you any kind of inducement, including payment, to do so.

Nothing in this Code of Conduct or any Company policy or agreement prohibits you from: (i) reporting possible violations of state or federal laws or regulations that have occurred, are occurring, or are about to occur directly to the Company; or (ii) notifying the Company that you are going to make a report or disclosure to law enforcement.