

NOVOCURE LIMITED
CHARTER OF THE COMPENSATION COMMITTEE

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of NovoCure Limited (the “Company”) is (i) to discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers, (ii) to oversee the administration of the Company’s compensation and employee benefits plans, in particular the incentive compensation and equity-based plans of the Company, (iii) to review the Company’s succession plans for the Company’s Chief Executive Officer (“CEO”) and the other executive officers of the Company, and (iv) to prepare the annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual report or proxy statement relating to the election of directors.

II. Membership

The Committee shall consist of no fewer than three (3) members, the exact number to be determined from time to time by the Board.

The Committee shall consist solely of members:

- (1) each of whom shall meet the independence requirements imposed by the listing standards of The NASDAQ Stock Market LLC (“NASDAQ”);
- (2) each of whom shall otherwise satisfy the applicable independence standards for Committee service imposed by the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules thereunder; and
- (3) each of whom shall qualify as a “Non-Employee Director” under Rule 16b-3 of the Exchange Act.

The members of the Committee shall be appointed by a majority vote of the Board from among its members based on the recommendations of the Nominating and Corporate Governance Committee. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The Board may remove members of the Committee, with or without cause, and where appropriate, upon recommendation of the Committee. Members shall serve until their successors are duly elected and qualified or until their earlier death, resignation or removal.

III. Authority and Responsibilities

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

General Compensation and Benefits

- (1) The Committee shall periodically review and approve general compensation and benefit strategies and policies of the Company.

Executive Compensation

- (2) The Committee shall at least annually (a) review and approve the corporate goals and objectives relevant to the compensation of the CEO, (b) evaluate the CEO's performance in light of these goals and objectives and (c) based on this evaluation, set the CEO's compensation level, including the CEO's (i) annual base salary, (ii) annual incentive opportunity, (iii) long-term incentive opportunity and (iv) any special or supplemental benefits or payments.
- (3) The Committee shall at least annually review and approve, with input from the CEO, the compensation for the other executive officers of the Company, including (a) annual base salaries, (b) annual incentive opportunities, (c) long-term incentive opportunities and (d) any special or supplemental benefits or payments.
- (4) The Committee shall review the results of any advisory stockholder votes to approve executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
- (5) To the extent required by NASDAQ listing standards or otherwise determined to be advisable by the Committee, the Committee shall develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data.
- (6) The Committee shall approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in-control agreements or provisions covering any current or former executive officer of the Company, including, without limitation, the approval of all employment and other compensation-related contracts of the Company and its affiliates with any executive officer of the Company.
- (7) The Committee shall oversee, in conjunction with the Board, engagement with stockholders and proxy advisory firms on executive compensation matters.

Succession Planning

- (8) The Committee shall at least annually review and approve the succession plans for the CEO and for the other executive officers.

Director Compensation

(9) The Committee shall periodically review and make recommendations to the Board regarding director compensation. Senior management and/or the Board's independent compensation consultant shall report periodically to the Committee on director compensation practices in relation to peer companies.

Equity Compensation Plans

(10) The Committee shall oversee the implementation and administration of the equity compensation plans of the Company.

(11) The Committee shall review and approve the adoption of (i) any new equity compensation plans for the Company or (ii) any amendments or modifications to existing equity compensation plans of the Company, subject to shareholder approval, as necessary.

(12) The Committee shall approve, or review and make recommendations to the Board with respect to, all awards of shares, stock options and other equity-based awards pursuant to the Company's equity-based plans; provided, however, that the Board may award shares, stock options and other equity-based awards pursuant to such plans to members of the Committee.

401(k) Plan/Retirement Plans

(13) The Committee shall appoint employees of the Company to serve on one or more management committees for the purposes of, among other things, annually reviewing the investment management of the Company's principal retirement and savings plans and/or administering such plans.

(14) The Committee shall annually determine the amount and form of Company matching contributions, if any, to employee contributions.

Health and Welfare Plans

(15) The Committee shall consider amendments or modifications of the Company's health and welfare plans and adoption of new plans.

Risk Assessment and SEC Reports

(16) The Committee shall review and evaluate with Company management whether the Company's compensation policies and practices for its executive officers and other employees of the Company and its affiliates create risks that are reasonably likely to have a material adverse effect on the Company, and shall determine whether to recommend to the Board the inclusion of additional disclosure in the Company's annual report or proxy statement regarding any such risk.

(17) The Committee shall review and discuss with management the compensation discussion and analysis required to be included in the Company's annual report or proxy statement and produce the annual report on executive compensation required to be included in the Company's annual report or proxy statement in accordance with applicable SEC rules and regulations.

Performance Evaluation

(18) The Committee shall review and reassess its own performance at least annually in such manner as it deems appropriate, and report such evaluation, including any recommendations for change, to the Nominating and Corporate Governance Committee for review.

(19) The Committee shall review and reassess the adequacy of this Charter at least annually and submit any proposed modifications to the Board of Directors for approval.

Retention of Consultants and Advisers

(20) The Committee, may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each, a "Consultant").

(21) The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Committee.

(22) The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for the payment of reasonable compensation to the Consultant retained by the Committee.

(23) The Committee may select, or receive advice from, a Consultant to the Committee only after taking into consideration the following factors, as well as any other factors identified by the SEC or NASDAQ listing standards:

- the provision of other services to the Company by the person that employs the Consultant;
- the amount of fees received from the Company by the person that employs the Consultant, as a percentage of the total revenue of the person that employs the Consultant;
- the policies and procedures of the person that employs the Consultant that are designed to prevent conflicts of interest;
- any business or personal relationship of the Consultant with a member of the Committee;

- any stock of the Company owned by the Consultant; and
- any business or personal relationship of the Consultant or the person employing the Consultant with an executive officer of the Company.

The Committee is required to conduct the independence assessment outlined above with respect to any Consultant that provides advice to it, other than in-house legal counsel.

Other

(24) 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 or required under the provisions of any compensation or benefit plan maintained by the Company.

IV. Structure, Processes and Operations

The Board shall designate one member of the Committee to act as its Chair. The Committee shall meet in person or telephonically at least three (3) times a year at such times and places determined by the Committee Chair, with further meetings to occur when deemed necessary or desirable by any member of the Committee. 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.

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. The Chair, with input from the other members of the Committee, shall set the agendas for Committee meetings. 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.

The Committee may request that any directors, executive officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests; provided that the CEO may not be present during voting or deliberations on his or her compensation. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee may, in its discretion, delegate all or a portion of its duties, responsibilities and authority to subcommittees, whether or not such delegation is specifically contemplated under any plan or program, subject to applicable law, regulation or NASDAQ listing standards.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board summarizing these meetings. Reports to the Board may take the form of oral reports by the Chair of the Committee or any other member of the Committee designated by the Committee to give such report.

This Charter will be made available on the Company's website.

HISTORY:

ADOPTED: September 19, 2015

REVISED: July 27, 2016
July 25, 2018