

NOVOCURE LIMITED

Nominating and Corporate Governance Committee

Policy on Consideration of Director Candidates

1. The Nominating and Corporate Governance Committee (the “Committee”) will consider candidates for Board membership suggested by its members and other board members, as well as management and shareholders.
2. A shareholder who wishes to recommend a candidate for the Board should notify the Company’s Corporate Secretary by written submission containing the information required by Article 24 of the Company’s Articles of Association for director nominations. The Committee evaluates nominees recommended by shareholders in the same manner as it evaluates other nominees.
3. The Committee may determine to retain third-party executive search firms from time to time to assist in the identification and/or screening of potential candidates. The Committee may also review the composition and qualification of the boards of directors of our competitors, and may seek input from industry experts or analysts.
4. Once the Committee has identified or been presented with a candidate, the Committee will make an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination will be based on whatever information is provided to the Committee with the recommendation of the prospective candidate, as well as the Committee’s own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination is based primarily on the need for additional board members to fill vacancies, expand the size of the board or expand the range of expertise of the Board and the likelihood that the candidate can satisfy the evaluation factors described in detail below. If the Committee determines, in consultation with the Executive Chairman or Lead Independent Director, as applicable, and other board members as appropriate, that additional consideration is warranted, it may request a third-party consultant to gather additional information about the candidate’s background and experience and to report its findings to the Committee. The Committee will then evaluate the candidate against the standards and qualifications set out in the Company’s Corporate Governance Guidelines.
5. The Committee evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best maximize the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience. The Committee will consider relevant factors as it deems appropriate, including:

- the ability of the candidate to represent the best interests of all of the shareholders of the Company;
 - the candidate’s commitment to enhancing long-term shareholder value;
 - the candidate’s standards of integrity, ethics, commitment and independence of thought and judgment;
 - the candidate’s record of professional accomplishment in his/her chosen field;
 - the candidate’s independence from a material personal, financial or professional interest in any present or potential competitor of the Company;
 - the candidate’s ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties on the board and its Committees, including the candidate’s service on other public company boards; and
 - the extent to which the candidate contributes to the range of talent, skill and expertise currently present on the board;
 - the extent to which the candidate contributes to the diversity of the Board, including differences of viewpoint, professional experience, education, skill and other individual qualities and attributes that contribute to Board heterogeneity, as well as race, gender and national origin;
 - the balance of management and independent directors; and
 - the need for Audit Committee expertise.
6. In connection with its evaluation, the Committee may determine whether to interview the candidate. If the Committee so determines, one or more members of the Committee, and others as appropriate, shall interview candidates, individually or as a group.
7. After completing its evaluation and interview, the Committee shall make a recommendation to the full board as to the person or persons who should be nominated by the board, and the board shall determine the nominees after considering the recommendation and report of the Committee.
8. This Policy Statement is governed by the Company’s Corporate Governance Guidelines. In the event of a conflict between the terms of such Guidelines and this Policy Statement, the terms of the Guidelines shall govern. This Policy Statement is subject to modification by the Nominating and Corporate Governance Committee from time to time.

Adopted: February 26, 2019
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