

**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**

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the independence, and other requirements of all applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market LLC (“NASDAQ”) and otherwise satisfy the applicable requirements for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and rules thereunder.

The members of the Committee shall be elected by the Board following the annual meeting of the shareholders based on the recommendations of the Committee. The Board may remove members of the Committee, with or without cause, and where appropriate, upon the recommendation of the Committee. Members of the Committee shall serve until their successors are duly elected and qualified or until their earlier death, resignation or removal. The Chair of the Committee shall be elected by the Board. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be reviewed by the Committee and confirmed by the Board.

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 is authorized to adopt such other rules of procedure not inconsistent with (i) any provision of this Charter, (ii) any provision of the Memorandum and Articles of Association or (iii) applicable governing law, NASDAQ listing standards, or the U.S. federal securities laws.

### **III. Meetings**

The Committee shall meet in person or telephonically at least two (2) 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 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.

### **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 periodically review the Company's Policy on Consideration of Director Candidates and make any modifications deemed appropriate. The Committee shall be responsible for determining the appropriate skills and characteristics required of Board members in the context of its current make-up. The Committee

shall consider potential director candidates recommended by the Company's shareholders in the same manner as nominees identified by the Committee.

- *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 that the Board identify one or more members of the Audit Committee as "audit committee financial experts" (as defined under applicable rules of the U.S. Securities and Exchange Commission).

## 2. Corporate Governance

- *Corporate Governance Principles* – The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines 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 subsequently engage in a search to recommend to the Board a candidate to fill the vacancy to the Board as required by this Charter. The Committee shall also have the authority to request the resignation of Directors under circumstances as deemed appropriate by the Committee.

#### 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* – If and when the Company's management or the Audit Committee or the Board has determined that a breach of the Code of Conduct by an officer or director of the Company has occurred and a waiver of such breach is being sought, the Committee shall review and approve any such waivers.

#### 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 shareholder approval.

- *Committee Charters* – The Committee, on an annual basis, shall review and reassess the adequacy of this Charter and the charters of the other standing committees of the Board 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.
- *Code of Conduct* – The Committee shall periodically review the Company’s Code of Conduct and related policies (together, the “Policies”) and ensure that management has established and maintained a system to enforce these Policies and procedures for the receipt, retention and treatment of complaints received by the Company regarding such Policies, including procedures for the confidential, anonymous submission by employees of the Company of such complaints. Review of complaints and enforcement decisions of these Policies shall be the responsibility of the Audit Committee of the Board of Directors.
- *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.
- *Legal Compliance* – The Committee shall periodically review, with the Company’s Counsel or Compliance Officer, legal compliance matters including corporate securities trading and data privacy policies. At its discretion, the Board may determine to conduct the periodic review of legal compliance matters at the Board level, in lieu of, or in addition to, any review of such matters by the Committee.

- *Safety Program* – The Committee shall periodically review with management the Company’s safety program and related policies and procedures.
- *Environmental, Social and Governance Policies*. The Committee shall review and evaluate the Company’s corporate responsibility policies, efforts and progress on at least an annual basis, review and approve the Company’s corporate responsibility public disclosures on its website and in its annual proxy statement, and recommend any proposed changes to management and/or the Board as appropriate. The Committee shall review and evaluate the Company’s climate change disclosures, if any, as required by SEC rules and regulations (excluding such disclosures required in the Company’s financial statements and reviewed by the Audit Committee).
- *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.

HISTORY:

ADOPTED: September 19, 2015

REVISED: July 26, 2016  
 July 25, 2017  
 July 25, 2018  
 July 29, 2020  
 February 24, 2021  
 July 28, 2021  
 October 27, 2021  
 July 26, 2022  
 July 26, 2023  
 July 24, 2024

LAST REVIEW: July 23, 2024