

## **BOARD CHARTER**

### **1. Background**

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The Board is responsible for guiding and monitoring Novogen in its operations and activities. Additionally, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

### **2. Purpose**

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- 2.1 The Directors of the Company individually and collectively (referred to as the Board), shall always carry out their powers and responsibilities diligently, fairly, honestly, lawfully and with the goal to protect the interests of the Company's shareholders.
- 2.2 The Board must at all time:
- a. Ensure that the Company has a corporate governance structure aimed at creating, protecting and prioritising shareholder value; and
  - b. Strive to achieve its goals by looking with the interests of the Company's stakeholders in mind.

### **3. Compliance with Laws and Code of Conduct**

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- 3.1 The Board must comply with all relevant requirements including:
- a. The laws and regulations in each jurisdiction where the Company operates, including in the U.S.A. and Australia;
  - b. The Company's Code of Conduct (developed and approved by the Board from time to time and which applies to all of the Group's personnel (including directors, senior executives, employees and relevant contractors).

### **4. Responsibilities and Powers of the Board**

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#### **Management of the Business of the Company**

- 4.1 The directors are responsible for managing the business of the Company and may exercise all the powers of the Company which are not required by the Corporations Act, the Constitution or, while the Company is a Listed Company, the Listing Rules, to be exercised by the Company in general meeting.
- 4.2 Without intending to limit the responsibilities of the Board and subject to the requirements of the law and the Constitution, the principal functions and responsibilities of the Board include:

- a. In conjunction with management, establishing, reviewing and approving corporate strategies, periodic financial reports, and financial plans;
- b. Overseeing and monitoring organisational performance and the achievement of the strategic goals and objectives for the Company and its subsidiaries (the **Group**);
- c. Providing strategic direction to the Group, to ensure that the operations of the Group are effectively and efficiently managed;
- d. Approving the Group's annual business plan and budget;
- e. Approving specific items of capital expenditure and investments and divestments;
- f. Monitoring financial performance of the Group, approving dividends, approving the financial statements, and approving any significant changes to accounting policies;
- g. Appointing and assessing the performance of the CEO, as well as senior executives of the Group;
- h. Ensuring that effective risk and compliance management, internal control systems and legal compliance are in place;
- i. Approving Group policies which may be developed from time to time;
- j. Delegating its powers and discretions to the Committees of the Board and assessing reports and recommendations from its Committees;
- k. Reporting to, and communicating with, the Company's shareholders.

## **5. Membership**

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5.1 Under the Company's constitution, the number of directors must not be less than 3 and not more than 10.

5.2 The Board shall be structured so that:

- a. A fair representation of appropriate and relevant experience and areas of expertise are maintained;
- b. It has a majority of non-executive directors;
- c. It maintains a majority of independent directors;
- d. It brings together directors with a variety of perspectives and talents.

5.3 The Board, shall regularly assess the independence of each director by referring to the criteria recommended by the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations in their latest edition (**ASX Principles**).

### **Appointment and Duration**

- 5.4 The Board is responsible for the selection and appointment of new directors, either to fill a vacancy or as an addition to the Board, but within the limit of total number of directors specified in the Company's constitution.
- 5.5 Any director so appointed holds office until the next following general meeting of shareholder and is then eligible for re-election by the Company. If the appointment is not confirmed at the following general meeting, the person ceases to be a director of the Company.
- 5.6 Each director is appointed subject to the rules in respect of rotation set out in the ASX Listing Rules and the Constitution.

### **Chairperson**

- 5.7 The directors may elect one of their number as Chairperson of their meetings and may determine the period for which the chairperson is to hold office.

The Chairperson should be an independent director and, in particular, should not be the same person as the CEO of the entity.

- 5.8 The Chairperson should:
- a. Create and promote a culture which encourages directors to contribute in an open and constructive manner;
  - b. Manage and facilitate board activities;
  - c. Oversee the provision of appropriate, accurate and relevant information to the Board;
  - d. Be responsible for setting the agenda of each meeting in consultation with the directors, CEO and Company Secretary; and
  - e. Ensure that the Board carries out its duties and responsibilities efficiently and effectively.

### **Skill and Competencies**

- 5.9 All members of the Board must have appropriate skills and expertise, and together should bring a variety of specific skills and experience that add value to the Company. In particular:
- a. Non-executive directors should be able to read and understand financial statements;
  - b. At least one non-executive director should have accounting or related financial management qualifications and experience; and
  - c. At least one non-executive director should have a detailed knowledge and understanding of the industry in which the Group operates, in order to bring depth of experience across operational, strategic and business issues for

matters that come to the Board.

5.10 The Board shall review the skills and experience required for directors on an ongoing basis.

5.11 New directors will receive an appropriate induction to be accustom them with the structure of the Group and the strategic objectives currently in place.

## **6. Commitments**

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6.1 Upon becoming a director, he or she must:

- a. Be able and willing to commit the time and energy necessary to attend to the Company's affairs including attending Board and Committee meetings as required;
- b. Be of proven integrity with a history of achievements that demonstrate high standards; and
- c. Be committed to building sound, long-term growth in the value of the Company.

### **Conflict of Interest**

6.2 Each director is required, as a continuing obligation, to immediately notify the Board in writing and declare at the following Board meeting, of any actual or potential conflicts of interest or any circumstances that may affect any director's level of independence.

6.3 Would a potential or actual conflict of interest arise from any matters submitted to the Board, such director shall not:

- a. Receive any Board documentation in relation to that matter;
- b. Be present while the matter is being considered at the Board meeting; and
- c. Be counted in a quorum or vote on that matter.

## **7. Board Committees**

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7.1 The Board may delegate any of its powers to committees and may revoke the delegation as it thinks fit (including ad hoc committees).

7.2 Each committee must exercise the powers delegated to it in conformance with any directions that the Board may impose.

7.3 The Board has established the following committees to assist it in carrying out its business:

- a. The Audit, Risk and Governance Committee;

- b. The Remuneration and Nomination Committee;
- c. The Strategy and Innovation Committee; and
- d. The Scientific Committee.

7.4 The Board shall adopt separate Charters for each committee setting out matters relevant to the composition, delegations, duties, responsibilities and administration of such committees. The charters will be reviewed on annual basis.

7.5 The Board will review the report produced following each committee meeting and assess the recommendations and decisions proposed by the committee.

## **8. Delegation of Powers**

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8.1 The Board may appoint any person or persons to be the attorney or attorneys of Novogen for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions exercisable by the Board) for the period and subject to the conditions that it thinks fit.

## **9. Executives and Senior Management**

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### **Chief Executive Officer**

9.1 The Chief Executive Officer (**CEO**) serves as Managing Director.

9.2 The Board is responsible for the selection and appointment of the CEO.

9.3 The CEO is responsible for the general and active management of the property, business and affairs of the Company as well as the implementation of the Company's strategies, policies, programs and performance requirements approved and prescribed by the Board.

9.4 The CEO reports directly to the Board and is subject to performance evaluation conducted by the other directors.

9.5 The Board should may appoint a Director as Acting CEO in the event of vacancy of the CEO position.

### **Company Secretary**

9.6 The Company Secretary is accountable to the Board, through the Chairman, on all governance matters and proper functioning of the Board. The decision to appoint or remove the Company Secretary must be made or approved by the Board. All the directors have the right to access the Company Secretary.

9.7 The role of the Company Secretary includes:

- a. Assisting and advising the Board and its committees on corporate governance processes and matters;
- b. Overseeing the implementation of board processes and procedures in an efficient and effective manner;
- c. Monitoring that Board and committee policies, processes and procedures are followed;
- d. Coordinating the timely completion and dispatch of Board and committee papers;
- e. Capturing in the minutes, the business at each of the Board and committee meetings;
- f. Assisting and facilitating the induction and professional development of directors.

**Senior Management**

9.8 The Board, with assistance from the Remuneration Committee:

- a. Shall be consulted in all aspects relating to the appointment of senior executives of the Company;
- b. Monitors the performance and remuneration of senior executives on a continuous basis;
- c. Ensuring that there are plans in place to manage the succession of senior executives.

**10. Meetings**

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10.1 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

10.2 Every director is entitled to a notice of meeting of Directors and notice may be given orally or in writing by any other means of communication, including but not limited to, electronic mail, post or facsimile.

10.3 A quorum for a meeting of the Board is three directors entitled to vote (however the directors should avoid meeting if a majority of Directors appointed to the Board is not present).

10.4 The Company Secretary is responsible for taking minutes of the meeting and keeping their record as required by the Corporations Act.

10.5 Minutes will be duly entered in the books provided for the purpose of recording:  
(a) The names of the directors present at each Board meeting and committee meeting;

- (b) All orders resolutions and proceedings of general meetings, Board meetings and committee meetings; and
- (c) Such matters as are required by law to be recorded in such books, including declarations made or notices given by any director of his or her interest in any contract or proposed contract or of his or her holding of any office or property whereby any conflict of duty or interest may arise.

## **11. Risk Management**

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- 11.1 The Board is responsible for implementing a culture that will promote risk awareness and its effective management throughout the Group.
- 11.2 The Board, through its Corporate Governance and Risk Management Committee, will monitor the effectiveness of the Company's risk management and satisfy itself that the appropriate internal control mechanisms are in place and are being implemented. It shall maintain a direct and ongoing dialogue with the Company's auditors and, where appropriate, principal regulators and ensure compliance with all regulatory requirements.

## **12. Social and Ethical Responsibility**

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- 12.1 The Board shall set standards for social and ethical practices and consider how these practices will impact the Company's activities.

## **13. Auditor**

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- 13.1 With consideration of the Audit Committee's review and recommendations, the Board shall select, determine the term, remuneration, and conditions of appointment of the Company's external auditor.

## **14. Performance Review**

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- 14.1 The Board shall undertake an annual performance evaluation of itself that compares the performance of the Board with the requirements of its Charter and effects any improvements to the Board Charter deemed necessary or desirable.