

REMUNERATION AND NOMINATION COMMITTEE CHARTER

1. Establishment

The board of directors of Novogen Limited (the **Board**) has established a Remuneration and Nomination Committee (the **Committee**) for the purposes outlined in this charter (**Charter**).

This Charter governs the meetings and proceedings of the Committee.

Nothing in this Charter limits any powers or responsibilities of the Board.

2. Purpose, Responsibilities and Powers

2.1 Purpose

The purpose of the Committee is to assist and advise the Board to develop, implement and, from time to time, update policies in relation to:

- a. The selection, nomination and appointment processes for directors; and
- b. The remuneration of key management personnel (**KMP**) and directors.

The Committee is accountable to the Board for its performance and is subject to an annual review by the Board.

2.2 Selection, Appointment and Development of Directors and KMPs

The Committee will:

- a. Establishes the Company's procedure for the selection, nomination and appointment of new directors and KMPs (**Selection Procedure**) and make appropriate recommendations to the Board in relation to the Selection Procedure;
- b. Implement the Selection Procedure and make nomination recommendations to the Board;
- c. Develop succession plans in respect of such for the purpose of maintaining experience, expertise and diversity;
- d. Review the Company's procedure for the assessment of the performance of the Board, its Committees, its directors, other Committee members and KMPs, and be primarily responsible for undertaking the assessment process (on an ongoing basis);

- e. Consider and implement plans for enhancing director and KMP competencies;
- f. Ensure that an effective induction process is in place for new directors, Committee members and KMPs.

2.3 Fees for Directors and KMPs

The Committee will:

- a. Review and recommend appropriate directors' fees to be paid to non-executive directors;
- b. Review and recommend to the Board the appropriate remuneration arrangements for executive directors and KMPs including the level of remuneration and relevant contractual terms; and
- c. Review and recommend any incentive plans to the Company's employees.

2.4 Communications

The Committee will:

- a. Review the Remuneration Report prepared for inclusion in the Company's Annual Report and recommended its approval to the Board;
- b. To the extent required, facilitate shareholder and stakeholder engagement in respect of the Company's remuneration policies and practices; and
- c. To the extent required, participate in the planning of communication strategies in respect of the Remuneration Report and remuneration issues at the Company's AGM.

2.5 External Consultants

The Board has given the Committee the authority to:

- a. Consult internally and externally in respect of nominations and remuneration in respect of the Company; and
- b. Appoint independent experts to assist the Committee with nomination and remuneration matters.

3. Composition Of The Committee

3.1 Membership

The Board will appoint the Committee members.

The Committee will include at least three directors, a majority of which must be non-executive directors and satisfy the independence test.

The Committee will elect the Chair, who must be an independent director.

Unless otherwise nominated by the Board, Novogen's Company Secretary will act as the secretary of the Committee.

The appointment of a Committee member will cease if (where relevant):

- a. That person was a non-executive director of the Company and ceases to be such;
- b. That person was an employee or an executive director of the Company, and ceases to be such; or
- c. The Board decides such.

The Board may appoint any successor at the next Board meeting or via circular resolution.

3.2 Personal Interests

If any Committee member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the Committee, then that Committee member must give the Committee and the Board notice of that interest as soon as that member becomes aware of the interest.

The notice must give details of:

- a. The nature and extent of the interest; and
- b. The relation of the interest to the affairs of the Company.

4. Meetings

4.1 Frequency of Meetings, Quorum and Conduct

The Committee will meet at least once annually and additionally as it considers necessary.

A quorum will be the majority of the members of the Committee, of which one must be a non-executive director.

Meetings of the Committee are to be held face-to-face or using any technology by which members can participate in a discussion.

4.2 Attendance and Voting

The Committee may extend an invitation to any person to attend all or part of a Committee meeting. This invitation may extend to any officer, any employee or other persons whose assistance is sought to attend future meetings.

Only Committee members are eligible to vote.

Any matters requiring a decision will be decided by a majority of votes of members present.

4.3 Committee Papers and Minutes

The Secretary will be responsible for keeping relevant documents (including the minutes of meetings of the Committee) and circulating them to:

- a. Committee members;
- b. Any invitees to relevant Committee meetings.

Minutes of the meetings of the Committee will be circulated to the Board at the next Board meeting.

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by members of the Committee without a meeting, are to be approved by the Committee (or, in the case of written resolutions, tabled) at its next meeting.

Minutes of a meeting must be signed by the chair of the meeting within a reasonable time after the meeting at which the minutes are approved.

A resolution may be made if a document containing the relevant resolution is approved by all Committee members eligible and willing to participate in the making of the resolution. The resolution will be taken to be passed on the date and time when it is last approved by a Committee member.

4.4 Reporting to the Board

The Committee will report to the Board at the Board meeting which falls immediately after the relevant Committee meeting and may otherwise update the Board from time to time as required.

The Committee will make relevant recommendations to the Board in relation to matters arising for consideration by the Committee.

5. Review Of Charter

The Committee will review this Charter at least annually to ensure that it remains consistent with its purpose, the Constitution and existing regulatory requirements and recommendations, and make recommendations to the Board in relation to any proposed changes.

Any proposed changes must be referred to the Board for approval.