

REMUNERATION COMMITTEE CHARTER

A Remuneration Committee (the **Committee**) has been established by the Board of Novogen Limited (the **Board**) for the purposes outlined in this Charter.

1. PURPOSE

- 1.1 The purpose of the Committee is to assist and advise the Board in fulfilling its responsibilities to members of the Company on matters relating to the compensation, incentives and remuneration issues of the Directors, Chief Executive Officer (**CEO**) and senior management.

2. OBJECTIVES

- 2.1 The objectives of the Committee are:
- 2.2 To review and recommend remuneration of the CEO on an annual basis, within the terms of the employment contract;
- 2.3 To review the CEO's recommendations regarding remuneration of senior management employees.
- 2.4 To ensure that senior management employees' remuneration is aligned with market trends.
- 2.5 To monitor and review the CEO's performance in the light of the Company's objectives set out by the Board;
- 2.6 To review and recommend any incentive plans to the Company's employees;
- 2.7 To ensure that the Company's remuneration and incentive policies, practices and performance indicators are aligned to the board's vision, values and overall business objectives and are appropriately designed to:
- a. Motivate the Company's employees to pursue the long term growth and success of the Company; and
 - b. Demonstrate a clear relationship between the achievement of the Company's objectives and the remuneration of all employees, including senior management and the CEO.

3. MEMBERSHIP

- 3.1 The Board will appoint the Committee members.
- 3.2 The Committee will include at least three members, two of whom must be non-executive directors and would satisfy the independence test.

- 3.3 The Committee will elect its Chairman, who must be an independent director.
- 3.4 The appointment to the Committee will be for two years or as determined by the Board.
- 3.5 If a member retires, resigns or is removed from its position in the Company or its seat on the Board, that member automatically ceases to be a member of the Committee. The Board may appoint its successor at the next Board meeting or via circular resolution.

4. MEETINGS

- 4.1 The Committee will hold meetings at least twice a year and additionally as it considers necessary.
- 4.2 A quorum will be the majority of the members of the Committee, of which one must be a Director.
- 4.3 Meetings of the Committee may be held face to face or through any technological means by which members can participate in a discussion.
- 4.4 The CEO will be invited to participate to Committee meetings when appropriate.
- 4.5 Any matters requiring a decision will be decided by a majority of votes of members present.

5. SECRETARY

- 5.1 The Company Secretary or its nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- 5.2 The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.

6. REPORTING

- 6.1 The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role.
- 6.2 The Committee is required to brief the Board promptly on all urgent and significant matters.

7. REVIEW OF CHARTER

- 7.1 The Committee and the Board will conduct an annual review of the performance of the Committee including the performance of individual Committee members.
- 7.2 The Committee will review this Charter at least annually and make recommendations to the Board in relation to any proposed changes.

NOVOGEN LIMITED (COMPANY)
16-20 Edgeworth David Ave
Hornsby NSW 2077
Australia
ACN 063 259 754



- 7.3 The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.