

NOVOGEN LIMITED

PROCEDURE FOR SELECTION AND APPOINTMENT OF NEW DIRECTORS

The appointment of a new Director to the Board, either to fill a casual vacancy or as an addition to the existing Board of Directors, must be made with the approval of the majority of the independent Directors. In identifying, selecting and appointing a new Director, the Board will assess the following:

- the needs of the Board to ensure that there is a range of skills represented, including an understanding of:
 - the industry in which the Company operates;
 - the regulatory environment in which Company operates;
 - the markets in which the Company operates; and
 - scientific, intellectual property and other broad commercial matters;
- the appointee's particular skills and experience and their ability to fit with the existing Board.

Policy for the appointment of Directors

The Board's policy for the appointment of Directors aims to ensure that any potential Director best matches the needs of the Board.

Factors considered in appointing a new Director by both the potential appointee and the Company include:

- the time commitment required by a Director to discharge effectively the duties to the Company;
- the nature of existing positions, directorships or other relationships and the impact that each may have on the potential appointee's ability to exercise an independent judgment;
- the extent to which the potential appointee is likely to work constructively with the existing Directors and contribute to the overall effectiveness of the Board; and
- the extent to which the potential appointee meets the independence criteria as prescribed by the relevant regulatory requirements of any Stock Exchange on which the Company is listed.

In accordance with the Company's Constitution, any new Director appointed to the Board will hold office from the date of appointment until the next General Meeting of the Company and is then eligible for re-election.

The policy on Notice of Meeting involving the election of Directors is that sufficient information should be made available to enable shareholders to make an informed choice about who should be elected as a Director. The Notice is to set out a range of matters about the person recommended for election as a Director, including the matters required by the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations.