

NOVOGEN LIMITED

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.

Structure

The Committee has the following structure:

- it will comprise solely of non-executive directors who should satisfy the independence test;
- the Committee members will be appointed by the Board;
- the Committee will appoint its own Chairman;
- the Managing Director may be invited by the Committee Chairman to attend the meeting of the Committee;
- the Company Secretary will act as the Secretary of the Committee and ensure that appropriate minutes are maintained.

Role

The role of the Committee is to assist the Board in the effective discharge of its responsibilities in ensuring that the Novogen Group has

- remuneration policies that are appropriate for the Group, which provide appropriate incentives to attract, maintain and motivate its personnel thereby providing value to the Company's shareholders; and
- policies that provide for the reward of executives in an appropriate manner having regard to the performance of the Company, the performance of the executive and the appropriate community standards and expectations.

The Committee will also be responsible for:

- the assessment of the performance of the Managing Director and other Executive Directors using the same criteria as above. This will be done on a regular basis. The Committee shall make the appropriate recommendations to the Board for the total remuneration of the Managing Director and any other Executive Directors of the Company; and
- recommendations to the Managing Director of reasonable remuneration package guidelines for the senior executives of the Company if the Committee considers it to be appropriate.

Assistance

The Committee can obtain any professional assistance it requires in order to satisfy the requirements of its Role with the cost being borne by the Company.