
NOVOCURE LIMITED

ANTI-CORRUPTION POLICY

1. PURPOSE

The purpose of this Anti-Corruption Policy is to describe Novocure Limited and its subsidiaries' ("Novocure" or "the Company") responsibilities to conduct business ethically and in compliance with all laws worldwide regarding anti-corruption and bribery. This Policy outlines acceptable and prohibited behaviors to promote compliance with anti-corruption laws such as, but not limited to, the U.S. Foreign Corrupt Practices Act ("FCPA") and regional anti-corruption laws of every country in which the Company operates. It establishes certain standards, domestic and foreign, such as prohibiting improper payments, gifts or inducements of any kind to, and received from, any person, including Government Officials ("GO"), Healthcare Professionals ("HCP") and other customers and suppliers.

Specifically, the anti-bribery provisions of the FCPA prohibit the giving of, or offering to give, Anything of Value to a foreign official to influence the foreign official in his or her official capacity. The FCPA's anti-bribery provisions can apply to conduct both inside and outside of the U.S. Such conduct can implicate HCPs/Government Officials under the following examples: payments made to secure favorable tax treatment, to reduce or eliminate customs duties, to obtain government action to prevent competitors from entering a market, or to circumvent a licensing or permit requirement, etc.¹

2. SCOPE

This global Policy applies to all Novocure Employees and Third Parties worldwide. This Policy addresses common business activities and interactions with external individuals or organizations (e.g., HCP, GO) and others.

3. DEFINITIONS

¹ *A Resource Guide to the U.S. Foreign Corrupt Practices Act*, By the Criminal Division of the U.S. Department of Justice and the Enforcement Division of the U.S. Securities and Exchange Commission

- 3.1 Anything of Value – may include: cash, entertainment, gifts or courtesies, paying for or reimbursing expenses of another, offers of employment or other benefits to a family member or friend of another, political party and candidate contributions, charitable contributions and sponsorships, in-kind contributions, investment opportunities, stock options or positions in joint ventures and favorable or steered subcontracts
- 3.2 Applicable Laws – all applicable federal and state laws and government and industry regulations in all countries where Novocure conducts its business
- 3.3 Bribe – Anything of Value given in an attempt to affect a person's actions or decisions in order to gain or retain a business advantage
- 3.4 Company – Novocure Limited and each of its subsidiaries
- 3.5 Corrupt/Corruption – the misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government
- 3.6 Employee – all Novocure Employees worldwide
- 3.7 Facilitation Payment – sums paid to a HCP/GO to facilitate or expedite routing or to secure government action, such as clearing a product through customs or expediting the processing of a visa
- 3.8 Foreign Corrupt Practices Act (“FCPA”) – U.S. law passed in 1977 to combat widespread bribery of foreign officials by U.S. companies which contains both anti-bribery and accounting provisions
- The anti-bribery provisions prohibit U.S. persons and businesses (domestic concerns), U.S. and foreign public companies listed on stock exchanges in the United States or which are required to file periodic reports with the Securities and Exchange Commission (issuers), and certain foreign persons and businesses acting while in the territory of the United States (territorial jurisdiction) from making corrupt payments to foreign officials to obtain or retain business
 - The accounting provisions require issuers to make and keep accurate books and records and to devise and maintain an adequate system of internal accounting controls and also prohibit individuals and businesses from knowingly falsifying books and records or knowingly circumventing or failing to implement a system of internal controls
- 3.9 Government Official (“GO”) –
- Official (elected, appointed or career) or employee of a federal, national, state, provincial, local or municipal government or any department, agency or subdivision thereof
 - Officer or employee of a government-owned or -controlled enterprise or organization (e.g., a Health Care Professional practicing at a government-owned or -controlled hospital or clinic)
 - Officer or employee of a public international organization (e.g., UN, World Bank, EU, WTO, NATO)
 - Individual acting for or representing a government or any of the organizations referred to above, even if he/she may not be an employee of such government or organization
 - Individual who is considered to be a government official under applicable local law
 - Candidate for political office
 - Official of a political party

- Family member of any of the Government Officials described in this definition
- 3.10 Kickback – payment of Anything of Value, including return of sums already paid or waiver of monies due, to any Third Party, including a HCP/GO, as compensation or reward for providing favorable treatment to another party (such as awarding business)
- 3.11 Healthcare Professional (HCP) – Healthcare Professional (“HCP”) – any individual who is licensed or conducts business in the US and other countries where Novocure conducts its business, who directly interacts with patients or has a role in patient diagnoses or treatment or who is engaged in related research or scientific activities
- Including physicians, nurses, nurse practitioners, physician assistants, pharmacists, and others individuals who may be otherwise identified as Allied Health Professionals (“AHPs”)
 - HCP may also include individuals who do not work directly with patients but have an influence over the recommendation, purchase or prescribing of the Company’s products, such as health plan administrators, organized customer administrators, formulary committee members or medical directors who serve in an administrative capacity and create treatment protocols or provides leadership to other HCPs related to treatment and/or medical oversight
 - May or may not be a GO
- 3.12 Third Party –
- Any joint venture partner or consortium partner, any entity with which Novocure has a collaboration or license agreement, or any entity with which Novocure shares equity in another entity or
 - Any non-employee individual or entity paid by Novocure that may reasonably be expected to deal with HCPS/Government Officials on Novocure’s behalf

4. **RESPONSIBILITIES**

All Employees who interact with HCPs/GOs are expected to read, understand and comply with this Policy as well as all other applicable Policies that provide further guidance on business activities in their region.

5. **POLICY**

5.1 **General Statement**

5.1.1 Employees and Third Parties must not:

- Give, offer, promise or accept - directly or indirectly - any Bribe, Kickback, improper Facilitation Payment or other advantage or Anything of Value
- To any party, including HCP/GOs
- For the purpose of improperly obtaining or retaining business
- Securing a business advantage or
- Influencing any other decisions or action by the recipient that benefits Novocure's business

5.1.2 The Company does not tolerate any of these actions regardless of local customs or traditions.

5.2 Ethical Business Practices

5.2.1 In order to prevent improper payments or benefits, or even the appearance of impropriety, it is required that all activities with and payments to HCPs/GOs:

- Have a legitimate purpose
- Are appropriate and reasonable
- Are provided at Fair Market Value
- Comply with applicable laws and codes and
- Include a written agreement (when applicable)

5.2.2 The Company may occasionally provide gifts and hospitality to HCPs/GOs in connection with legitimate professional activities and in accordance with local law.

- Such expenditures must be modest, appropriate under the circumstances and comply with applicable laws and Novocure policies

5.2.3 Employees must never offer or give gifts or favors intended for the personal use of an individual HCP/GO in return for specific favorable business decisions or treatment, or which could be perceived to be in return for specific favorable business decisions or treatment.

- Employees must never accept gifts or favors intended for their personal use or on behalf of the Company in return for specific favorable business decisions or treatment, or which could be perceived to be in return for specific favorable business treatment
- All gifts, entertainment and other hospitality must follow all applicable Novocure policies

5.2.4 Grants and donations must not be offered with the intention of gaining an improper business advantage.

- Grants and donations may only be provided to reputable institutions and organizations for medical or scientific education or charitable purposes, and in an amount corresponding to the organization's legitimate need

5.3 Facilitation Payments

5.3.1 Employees or Third Parties must not pay, directly or indirectly, any improper Facilitation Payments.

5.3.2 In certain limited circumstances, payment to a foreign official may qualify as a permissible Facilitation Payment if the payment:

- Is made to secure routine government action
- Is made to expedite routine actions that the Company is already entitled to
- May not involve discretionary action by the foreign official
- Is not used to win or retain business or to influence discretionary decisions regarding regulatory requirements and
- Is otherwise permissible under the laws of the host country

5.3.3 Examples of routine actions that may be permissible include:

- Obtaining permits, licenses or other official documents that qualify a person to do business in a foreign country
- Processing governmental papers such as visas
- Providing police protection or mail service
- Scheduling inspections associated with contract performance or shipment of goods
- Providing phone, power or water service
- Loading or unloading cargo, or protecting perishable products or commodities from deterioration and
- Other similar actions that are ordinarily and commonly performed by an official

5.3.4 Because facilitation payments can raise significant legal and business issues, no Facilitation Payment may be made without the prior written approval of the Legal department.

- All Facilitation Payments remain subject to accounting and recordkeeping requirements under Applicable Laws (e.g., FCPA) and must be properly described in company records

5.3.5 Certain expenditures, such as those required for travel, meals or lodging, for purposes of promoting, demonstrating or explaining products or services or executing or carrying out a contract may be permitted, provided that the expenditures are reasonable and bona fide and not made for the purpose of securing an improper advantage or corrupting any third party decision regarding Novocure's business.

- All such expenditures must be reasonable in amount and consistent with all Novocure policies (e.g., Travel and Entertainment Policy, Provision of Meals to US HCPs – CMP-POL-011)
- In no event should they be made if it is believed or likely to be perceived that making them in any given instance will improperly influence a HCP/GO

5.4 Procurement Process

- 5.4.1 Novocure employees must follow all Company policies, processes and internal controls regarding supplier selection.
- 5.4.2 Supplier selection must never be based on or influenced by receipt of Anything of Value.

5.5 Political, Community and Charitable Contributions

- 5.5.1 Employees may not make political contributions from Company funds without prior written authorization of the Chief Executive Officer, the Chief Financial Officer and the General Counsel/Chief Compliance Officer.
- 5.5.2 Any political contributions must be approved in advance by the Chief Executive Officer, the Chief Financial Officer and the General Counsel /Chief Compliance Officer and will only be approved if permitted by Applicable Law.
- 5.5.3 Contributions made by the Company to community projects or charities must be made in good faith and in compliance with the Code of Conduct, this Policy and all relevant Company policies and procedures.
- 5.5.4 In no event will the Company make any political, community or charitable contributions that are intended or appear to be intended to improperly influence a third party, including a GO.

5.6 Books, Records and Internal Control Requirements

- 5.6.1 International anti-corruption laws require Novocure to maintain detailed and accurate accounting records for transactions and bank accounts.
- All expenses must be classified and recorded accurately and in accordance with applicable laws and Company policies and procedures
 - Accordingly, Employees must not hide or misclassify, or attempt to hide or misclassify, expenses or other transfers of value
- 5.6.2 The Company must maintain an effective system of internal control and monitoring of transactions to provide reasonable assurances that Novocure transactions are accurately recorded in its books in accordance with local finance and accounting policies and procedures.
- Certain monitoring controls are identified in the Company's policies, specifically regarding approval of travel and entertainment expenses
 - Employees and Third Parties are responsible for understanding and complying with all Company policies and procedures regarding internal controls
- 5.6.3 Approved Facilitation Payments or other payments to HCPs/GOs must be reported promptly and recorded properly with respect to the purpose, amount and other relevant factors.

- Requests for false invoices or payment of expenses that are unusual, excessive or inadequately described must be rejected and reported promptly
- Misleading, incomplete or false entries in the Company's books and records are never acceptable

5.7 Reporting and Investigation of Possible Violations

5.7.1 Anyone who has knowledge of a violation or potential violation, or who suspect a violation or potential violation of this Policy, must report it immediately in accordance with the Reporting, Investigating and Addressing Alleged Issues and Non-Retaliation Policy – CMP-POL-012.

5.7.2 This requires reporting to their manager, Human Resources, Legal/Compliance, through the Company's Compliance Hotline, etc.

5.7.3 All reports will be promptly investigated in accordance with the Company's Reporting, Investigating and Addressing Alleged Issues and Non-Retaliation Policy.

5.7.4 All coaching or disciplinary actions will be taken as needed in accordance with the Company's Disciplinary Policy.

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