

Charter

The Chairman's Committee of Novartis AG

Mission Statement

The chairman's committee (the "Chairman's Committee") will deal with business matters falling within the authority of the board of directors (the "Board") that may arise in between meetings of the Board, will assist the chairman of the Board (the "Chairman") in fulfilling his responsibilities, and will perform such other tasks as may be delegated to it by the Board.

Organization

The Chairman's Committee shall consist of a minimum of three members of the Board: the Chairman, the vice chairman, and such other members as the Board may elect. The members of the Chairman's Committee shall serve at the discretion of the Board.

The Chairman shall preside over the meetings of the Chairman's Committee.

The Chairman shall convene a meeting of the Chairman's Committee as often as required by the business of the Company, or if requested in writing by one of its members.

Invitations to meetings of the Chairman's Committee shall contain the agenda for the meeting.

Roles and Responsibilities

The Chairman's Committee has the following duties:

1. Comment on significant matters falling within the authority of the Board before the Board makes decisions on such matters.
2. Deal with business matters falling within the authority of the Board that may arise in between meetings of the Board, including the ability to take preliminary and required action on behalf of the Board in urgent cases and to inform the Board of such matters and the actions taken.
3. Make preparations for each meeting of the Board.
4. Recommend for approval by the full Board appointments proposed by the Chief Executive Officer ("CEO") for key positions directly reporting to the CEO.

5. Approve, upon application by the Executive Committee, capital investments, financial measures, and the acquisition or divestiture of companies, participations and businesses of material significance in accordance with such regulations and standards as are promulgated by the Board from time to time.
6. Submit to the Board any matters which the Chairman's Committee deems appropriate, including matters mentioned in subparagraph (5) above.
7. Deal with such other matters as may be delegated to the Chairman's Committee by the Board from time to time.

Effective: 11 April 2011