

MAYNE PHARMA GROUP LIMITED

NOMINATION COMMITTEE CHARTER

The Board of Mayne Pharma Group Limited has established a Nomination Committee (the **Committee**). The purpose for which the Committee was established and the powers of the Committee are set out in this document.

1. Role and Objectives

The role of the Committee is to assist and advise the Board on matters relating to the appointment of the directors of Mayne Pharma.

The objectives of the Committee include:

- to review, assess and make recommendations to the Board on the necessary and desirable competencies of new directors to the Board;
- to oversee the selection and appointment practices for directors; and
- to develop succession plans for the Board.

2. Membership of the Committee

Unless otherwise determined by the Board, the Committee comprises a minimum of three directors, the majority of whom must be independent directors. The Board will appoint the Chair and members of the Committee and may remove and replace members of the Committee by resolution. Where not appointed as a member, the Chair of the Board may attend meetings of the committee at his or her discretion, in an ex officio capacity. Members of management may also attend meetings of the Committee at the invitation of the Chair.

3. Meetings and reporting

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter. Meetings shall be called by the Company Secretary as directed by the Chair of the Committee or at the request of any individual director. A quorum consists of the lesser of two members or a majority of members of the Committee. The Committee may have access to financial, legal or other independent advisers, in accordance with the Board's general policy.

The Company Secretary may attend Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

The Company Secretary will be responsible for preparing, in consultation with the Committee Chair, the agenda for each meeting of the Committee and for compiling papers for the Committee to consider.

The Chairman of the Committee will report to the Board following each Committee meeting.

4. Responsibilities and functions

The primary purpose of the Nomination Committee is to support and advise the Board in fulfilling their responsibilities to shareholders in ensuring that the Board is comprised of individuals who are best able to discharge the responsibilities of directors having regard to the law and standards of governance by:

- Assessing the skills, experience and expertise required on the Board, and the extent to which the required skills and expertise are represented on the Board. The Committee also takes account of other factors such as diversity and cultural fit;
- Establishing processes for the review of the performance of individual directors and the Board as a whole; and
- Establishing processes for the identification of suitable candidates for appointment to the Board.

5. Review

The Committee will review the charter and its performance periodically.