

MAYNE PHARMA GROUP LIMITED

SCIENCE, TECHNOLOGY AND MEDICAL COMMITTEE CHARTER

The Board Mayne Pharma Group Limited has established a Science, Technology and Medical Committee (the **Committee**). The purpose for which the Committee has been established and the responsibilities of the Committee are set out in this document.

1. PURPOSE

The purpose of the Committee is to assist and advise the Board in overseeing the strategic direction and investment in research and development and other scientific initiatives of the Company.

2. MEMBERSHIP

Unless otherwise determined by the Board, the Committee will comprise four members:

- a. Two of whom will be independent, non-executive directors, and
- b. One of whom will be the Company's Chief Scientific Officer (**CSO**), and
- c. One of whom will be the Company's Executive Vice President and General Counsel (**EVP and GC**).

The Chairman must be an independent, non-executive director but must not be the Chairman of the Board. The Board will appoint the Chairman and members of the Committee or replace and replace members of the Committee by resolution.

All persons appointed to the Committee must have the requisite scientific expertise and experience in the areas of interest for the Company to allow them to discharge their responsibilities.

3. MEETINGS

The Committee will hold meetings at least twice a year and additionally as it considers necessary. The EVP and GC will act as secretary for the Committee. Meetings will be called by the EVP and GC as directed by the Chairman of the Committee or at the request of any individual director. The Committee may invite any person to attend a meeting as it considers appropriate, including outside consultants and advisors.

The Committee shall keep such records of its meetings as it deems appropriate.

The Committee will report to the Board twice a year, or as required.

4. RESPONSIBILITIES

The Committee will have the following responsibilities to assist the Board in its oversight of the Company's scientific and therapeutic strategies:

- a. Reviewing any potential or new scientific and therapeutic initiatives by the Company that could have an impact on its overall growth, performance and/or competitive position,
- b. Reviewing the scientific and therapeutic aspects of the Company's investments in technology through acquisition, in-licensing or other business development activities, and



- c. Reviewing scientific and therapeutic trends that could have a significant impact on the Company and more generally, the industry.

5. Review

The Committee will review this charter and its performance periodically to ensure that it remains consistent with its purpose and existing regulatory requirements and recommendations.

Any proposed changes must be referred to the Board for approval.

