

## MAYNE PHARMA GROUP LIMITED

# MISCONDUCT & WHISTLEBLOWING POLICY

### 1. INTRODUCTION

This global policy outlines the requirement to communicate up the chain of management if Mayne Pharma directors, managers, or employees witness or become aware of wrongdoing, including potential violations of Company policies and/or procedures among our colleagues or business partners.

This policy applies to all Mayne Pharma directors, officers, and employees (**Employees**) performing business at any level, on behalf of Mayne Pharma Group Limited or any of its fully owned subsidiaries (“**Mayne Pharma**”).

Mayne Pharma’s Business Code of Conduct (the **Code**) outlines the Company’s core values which include Integrity, Accountability, and Empowerment. As such, Employees are both empowered and accountable for doing the right thing for, and on behalf of the Company. Additionally, the Code requires that Employees know, understand, and comply with all applicable laws and regulations as we conduct business on behalf of the Company. This policy helps to support compliance with the requirements outlined in the Code.

### 2. POLICY STATEMENT

Employees who know or suspect a Mayne Pharma policy has been breached, or have information about a matter below should report it to one of the following resources:

- Your immediate manager
- Legal Team
- Governance, Risk & Compliance Team (GRC)
- Human Resources

All reports received pursuant to this policy must be forwarded to the Legal Team for appropriate evaluation of the Company’s response.

Any Employee who does not feel comfortable reporting an issue through one of the above-mentioned channels can use the confidential Whistleblower Hotline that has been established for this specific purpose. The Hotline can be accessed online at <https://maynepharma.ethicaladvocate.com>, or by calling 1-866-852-5713 (from the US) or 1800 318 813 (from Australia). The Hotline is available 24 hours a day, 7 days a week.

Examples of the kinds of matters that can be raised internally, or through the Whistleblower Hotline include:

- Breach of Mayne Pharma policies, including the Business Code of Conduct
- Fraud, bribery, money laundering, dishonesty or corruption
- Theft
- Conflict of interest
- Bullying, harassment or discrimination
- Wrongful disclosure or use of confidential information
- Violation of human rights

#### **Basis of Submitting Concerns**

Employees need only have “reasonable grounds” supporting their belief that something detrimental to the Company may have occurred to justify reporting the concern in accordance with this policy. A submission of alleged wrongdoing based upon “reasonable grounds”, as defined here, would include any behaviour

that a reasonable person might conclude would violate Company policies or procedures and would have a materially negative impact on the Company.

### **Anonymity & Confidentiality**

Information received from reports under this policy will be treated as strictly confidential, to the extent permitted by local law. It will only be disclosed where this is reasonably necessary to investigate the matter, where Mayne Pharma is required to disclose it by law (for example, to certain regulators) or otherwise with your consent.

Reports can be made anonymously, although it is encouraged that your identity is shared to more easily assist with the investigation that may need to follow. In some cases, choosing to remain anonymous may limit the way any investigation can be conducted. Nevertheless, Mayne Pharma will put measures in place to protect the identities of those Employees that choose to remain anonymous, subject to local legal limitations. For those Employees who choose to share their identities with the investigative team (i.e., Legal and GRC), Mayne Pharma will maintain that information in strict confidence to the extent permitted by local law.

### **Employee Protection**

Employees that submit reports pursuant to this policy based upon “reasonable grounds” will be protected from retaliation by colleagues and/or managers. Those who cooperate with the investigation of submitted allegations will also be protected from reprisal and retaliation. Any person engaging in retaliatory actions in response to submitted concerns based upon “reasonable grounds” will be subject to discipline, up to and including termination of employment and/or affiliation with Mayne Pharma. Mayne Pharma welcomes submissions of potential wrongdoing based upon reasonable grounds from whistleblowers who are willing to play an integral role in maintaining our culture of integrity and accountability and Mayne Pharma commits to protecting them.

Employees who are named in submitted allegations of wrongdoing will also be protected from malicious reports submitted in bad faith. Any Employee who submits a report in bad faith that does not have a purpose of protecting the Company will be subject to discipline, up to and including termination of employment and/or affiliation with Mayne Pharma. A “bad faith” submission includes information that the submitter knows to be inaccurate. The determination of “bad faith” will be made by the Legal Team.

### **Investigation & Fair Treatment**

All report submissions made pursuant to this policy, whether through the Whistleblower Hotline or through Mayne Pharma management, will be investigated to resolution led by the Legal Team. If the received allegation involves the Legal Team, the investigation will be led by the Audit & Risk Committee of the Board of Directors, which will be guided by external counsel and supported by the GRC Team.

Whilst appropriate Mayne Pharma personnel will conduct thorough investigative procedures to uncover all relevant facts of each submitted allegation, Mayne Pharma is committed to treating all Employees fairly, with dignity and respect. The purpose of each investigation is to find the truth of the events that led to the allegation allowing management to make informed decisions. Details of investigations will be reported to the Audit & Risk Committee of the Board of Directors to support the unbiased application of fair treatment of all Employees who may be involved.

If you raise a matter under this policy, you may have certain protections under law including the Corporations Act 2001 (Cth).

### **Follow-up**

Whistleblowers are encouraged to follow-up on their report submissions to confirm the full resolution of submitted concerns. The Hotline service outlined above provides for interaction between whistleblowers and the investigative team without compromising the whistleblowers’ identities. In those areas where the local laws may require a different approach, the Legal and GRC Teams will keep the identities of

whistleblowers confidential until legally required to provide that information. The Legal and GRC Teams will keep whistleblowers abreast of the status of submitted issues, subject to applicable legal limitations.

### **3. TRAINING & MAINTENANCE**

Mayne Pharma Employees will train on this policy annually, along with annual training on Mayne Pharma's Business Code of Conduct.

### **4. RESPONSIBILITY**

All Mayne Pharma Employees are responsible for:

- Being familiar with applicable Company and legislative requirements in the jurisdictions where they conduct business on behalf of Mayne Pharma.
- Reporting any known or suspected breaches of Company policies in accordance with this policy.
- Managers that receive reports from direct or indirect employees pursuant to this policy must communicate those reports to the Legal Team for appropriate evaluation and follow-up.
- If you are unsure of the course of action that should be taken during a transaction or if the course of action being taken during a transaction is inappropriate, no matter the size, contact a resource on the Legal Team or the GRC Team before making a final decision.

The Legal Team is required to:

- Receive report submissions either directly from Company colleagues, from the Whistleblower Hotline and from managers who have received report submissions from direct or indirect reports.
- Evaluate report submissions, determine investigation approach, and lead or guide the investigation to resolution.

The Governance, Risk & Compliance Team (GRC) is required to:

- Receive report submissions directly from Company colleagues or from the Whistleblower Hotline.
- Support and/or participate in investigations led either by the Legal Team, or by external counsel through the Audit & Risk Committee.

Human Resources is required to:

- Receive report submissions directly from Company colleagues.
- Support and/or participate in investigations led either by the Legal Team, or by external counsel through the Audit & Risk Committee.

The Audit & Risk Committee is required to:

- Receive only those report submissions made specifically about members of the Legal Team from the GRC Team.
- Appoint external counsel, as necessary, and lead and/or support the investigation to resolution.
- Receive regular reports from the Legal Team and the GRC Team providing updates on reports received under this policy.

### **5. WHERE TO GET MORE INFORMATION OR MAKE A REPORT**

For more information, Employees may speak to their team leader, or a member of the Legal Team, the GRC Team or the Human Resources team. A copy of this policy is available on Mayne Pharma's website at [maynepharma.com/investor-relations/corporate-governance/](http://maynepharma.com/investor-relations/corporate-governance/).

Employees may make a report to their immediate manager, the Legal Team, the GRC Team or to Human Resources. Anyone who feels uncomfortable with these options can utilise the Whistleblower Hotline,



You deserve tomorrow.

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