

MAYNE PHARMA GROUP LIMITED

NOMINATION COMMITTEE CHARTER

1. Purpose

The Board of Mayne Pharma Group Limited (**Mayne Pharma** or **Company**) has established a Nomination Committee (the **Committee**). The purpose of the Committee is to assist and advise the Board in fulfilling its responsibilities to shareholders on matters relating to the nomination and succession planning of the directors of Mayne Pharma.

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. The Chair must be an independent director.

3. Meetings and Reporting

The Committee will meet as often as required in order to fulfil its role and objectives set out in this Charter, but no less than twice per year.

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 and any other person deemed necessary by the Chair of the Committee may also attend meetings by invitation of the Chair of the Committee.

A quorum shall be at least two members of the Committee, unless the Board determines a greater number.

Meetings shall be called by the Company Secretary as directed by the Chair of the Committee or at the request of any individual director.

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.

Any Directors of the Board who are not Committee members may attend meetings of the Committee and are entitled to receive copies of the Committee papers.

The Chair of the Committee will report to the Board following each Committee meeting. The Committee will consider if any matters arising from a Committee meeting should be advised or referred to any other Board Committee and, if so, ensure that this referral occurs.

4. Responsibilities

The duties and responsibilities of the Committee are as follows:

- supporting and advising the Board in fulfilling its 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;
- developing and reviewing a Board skills matrix setting out the skills, experience and expertise required on the Board, the extent to which these are represented on the Board and those that the Board is looking to achieve in its membership including any emerging or governance issues;
- making recommendations to the Board on the necessary and desirable competencies of new directors to the Board;
- reviewing and making recommendations to the Board regarding the structure, size and composition of the Board and the effectiveness of the Board as a whole;
- establishing processes for the identification and recruitment of suitable candidates for appointment to the Board and for the re-election of directors;
- developing director induction programs that are undertaken by new directors and assessing if professional development opportunities are needed to address emerging business and governance issues;
- establishing processes for evaluating the performance of individual directors and the Board as a whole;
- reviewing the policies in relation to retention and termination of the CEO and key leadership roles;
- overseeing the succession plans and processes for the CEO and other key leadership roles and review the pool of internal candidates to fill these positions; and
- developing succession plans for the Board.

5. Access to information and independent advice

The Committee shall have the authority to discuss directly with management any issue within its remit. The Committee may also request reports, explanations, and information of any activity, procedure or accounts of the Group. The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

6. Review

The Committee will review the charter and its performance periodically to ensure that it meets best practise standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of the Company.

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