

## MAYNE PHARMA GROUP LIMITED

**MISCONDUCT & WHISTLEBLOWING POLICY****1. PURPOSE**

Mayne Pharma wants to behave ethically in business and to promote an honest and ethical culture. This global policy covers:

- the requirement for our people to speak up if they see something wrong. This includes unethical, illegal, corrupt, fraudulent or undesirable conduct, including potential violations of Company policies and/or procedures among our colleagues or business partners; and
- the way that Mayne Pharma manages whistleblower reports.

Mayne Pharma is committed to protecting people who speak up if they see something wrong, as they support our culture of integrity and accountability.

**2. SCOPE**

This policy applies to all Mayne Pharma directors, officers, and employees (**Employees**) of Mayne Pharma Group Limited or any of its fully owned subsidiaries (**Mayne Pharma**). Anyone else who has reasonable grounds to suspect potential misconduct at Mayne Pharma is encouraged to make a report.

Mayne Pharma's Business Code of Conduct (the **Code**) outlines the Company's core values which include Integrity, Accountability, and Empowerment. Employees are both empowered and accountable for doing the right thing. The Code also requires that Employees comply with all applicable laws and regulations as we conduct our business. This policy supports the Code.

**3. POLICY STATEMENT**

Employees who know or suspect wrongdoing can report through informal and formal pathways, depending on the circumstances and the level of seriousness of the issue. Examples of the kinds of matters that can be raised include:

- Breach of Mayne Pharma policies, including the Code
- Breach of laws or regulations
- Fraud, bribery, money laundering, dishonesty or corruption
- Anti-competitive behaviour
- Theft
- Conflict of interest
- Bullying, harassment or discrimination
- Wrongful disclosure or use of confidential information or technology
- Unsafe work practices or conduct endangering health and safety
- Breaches of regulatory requirements or Mayne Pharma policies related to product quality or safety
- Violation of human rights
- Retaliation or detriment against a person who makes a report under this policy
- Deliberate concealment of any of these things.

In certain circumstances, Australian law may provide additional protection for people making reports under this policy. See Attachment 1 for more information.

At any time before raising a concern, Employees can obtain more information about this policy, how it works and whistleblower information more generally by contacting one of the Protected Disclosure Officers listed below.

### How do I make a report?

If Employees are comfortable, they are encouraged to raise concerns informally with their immediate manager. Otherwise, Mayne Pharma encourages reports to be made to any of the following individuals (each, a **Protected Disclosure Officer**):

| Title                                             | Name           | Email                                                                              |
|---------------------------------------------------|----------------|------------------------------------------------------------------------------------|
| Associate General Counsel & Company Secretary     | Laura Loftus   | <a href="mailto:laura.loftus@maynepharma.com">laura.loftus@maynepharma.com</a>     |
| Associate General Counsel                         | Joe Morahan    | <a href="mailto:joe.morahan@maynepharma.com">joe.morahan@maynepharma.com</a>       |
| Acting Head, Global Governance, Risk & Compliance | Dennis Barnes  | <a href="mailto:dennis.barnes@maynepharma.com">dennis.barnes@maynepharma.com</a>   |
| VP Global Human Resources (US)                    | Andrew Herdman | <a href="mailto:andrew.herdman@maynepharma.com">andrew.herdman@maynepharma.com</a> |
| Head of Human Resources (AU)                      | Kia Logan      | <a href="mailto:kia.logan@maynepharma.com">kia.logan@maynepharma.com</a>           |
| Audit & Risk Committee Chair                      | Ian Scholes    | <a href="mailto:ian.scholes@maynepharma.com">ian.scholes@maynepharma.com</a>       |

Reports may be made by email, telephone or in person. All reports received must be forwarded to the Legal Team to determine the Company’s response.

Any Employee who does not feel comfortable reporting an issue through one of these channels can use the independent and 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 312 813 (from Australia). The Hotline is available 24 hours a day, 7 days a week.

### Basis of making a report

Employees need to have “reasonable grounds” to support their belief of wrongdoing to justify a report under this policy. A report based upon “reasonable grounds” includes any behaviour that a reasonable person might conclude would violate Company policies or procedures and would have a materially negative impact on the Company.

### Can I make an anonymous report?

Reports, and the identities of those making them, will be treated as strictly confidential and will only be disclosed where:

- this is reasonably necessary to investigate the matter,
- Mayne Pharma is required to disclose it by law (for example, to certain regulators), or
- with the consent of the reporting person.

Access to information related to a whistleblower report will be limited to those involved in managing and investigating the disclosure.

Reports can be made anonymously, and the reporting person may choose to remain anonymous during the investigation and after it is finalised, including by refusing to answer questions that the person feels could reveal their identity. For example, Employees may maintain ongoing two-way communication with the Company on an anonymous basis by creating an anonymous account through the independent and confidential Whistleblower Hotline.

However, the reporting person is encouraged to share their identity to assist with any investigation. In some cases, choosing to remain anonymous may limit the way any investigation can be conducted and make it difficult for Mayne Pharma to offer practical support.

#### **What protections exist if I provide a report?**

Employees who submit reports based upon “reasonable grounds” and Employees who cooperate with any resulting investigation will be protected from retaliation and detriment at work. Examples of detriment include discrimination, harassment, isolation, impact to an Employee’s performance and compensation, damaging property and varying an Employee’s roles or duties.

Employees should report if they see someone subject to retaliation or detriment in connection with a report made under this policy. Examples of the kinds of protections Mayne Pharma may provide include:

- ensuring those who may receive a report are trained to ensure they are aware of their responsibilities to protect your confidentiality and you are not victimised for making a disclosure;
- access to Mayne Pharma’s Employee Assistance Program;
- monitoring and managing the behaviour of other Employees;
- relocating Employees to a different division, group or office where appropriate; and/or
- offering a leave of absence or flexible workplace arrangements while a matter is investigated.

Any person engaging in retaliatory actions in response to a report based upon “reasonable grounds” will be subject to discipline, which may include termination of employment.

Any Employee who submits a report in bad faith will be subject to discipline, up to and including termination of employment. A “bad faith” report includes information that the individual making the report knows to be inaccurate. The determination of “bad faith” will be made by the Legal Team. Employees who are named in submitted allegations of wrongdoing will also be protected from malicious reports submitted in bad faith.

#### **What is the process for investigation of reports?**

Reports made through the Whistleblower Hotline or through Mayne Pharma management, will be investigated, led by the GRC Team or 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.

The purpose of each investigation is to find the truth of the events that led to the report allowing management to make informed decisions. The duration of any investigation will depend on the circumstances including the number of allegations, witnesses and other factors. Progress and the outcome of investigations will be reported to the Audit & Risk Committee of the Board of Directors to support the fair treatment of all Employees who may be involved.

#### **Can I follow up a report?**

Anyone who makes a report is encouraged to follow up on their report to confirm the progress and resolution of investigations. The Legal and GRC Teams will keep those who make a report abreast of the status of submitted issues but in some cases, this may be limited by legal requirements.

## **4. RESPONSIBILITY**

All Mayne Pharma Employees are responsible for:

- Being familiar with applicable Company 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 reports either directly from Company colleagues, from the Whistleblower Hotline and from managers who have received reports from direct or indirect reports.
- Evaluate reports, determine investigation approach, and lead or guide the investigation to resolution.
- Prepare periodic reports for the Audit & Risk Committee providing updates on reports received under this policy and, where necessary, escalate these reports to the Board.

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

- Receive reports 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.
- In conjunction with the Legal Team, prepare periodic reports for the Audit & Risk Committee providing updates on reports received under this policy and, where necessary, escalate these reports to the Board.

Human Resources is required to:

- Receive reports 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 reports 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 [www.maynepharma.com/investor-relations/corporate-governance/](http://www.maynepharma.com/investor-relations/corporate-governance/).

Employees may make a report to their immediate manager or any of the Protected Disclosure Officers identified in this policy. Anyone who feels uncomfortable with these options can utilise the Whistleblower Hotline, accessible globally online via <https://maynepharma.ethicaladvocate.com> or by calling 1-866-852-5713 (from the US) or 1800 312 813 (from Australia).

Mayne Pharma understands that making a report and being involved in any subsequent investigation may be stressful for Employees. For confidential support related to challenges resulting from making a report or its investigation, Employees are encouraged to contact Mayne Pharma's Employee Assistance Program.

## 6. TRAINING & MAINTENANCE

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

## ATTACHMENT 1: PROTECTIONS PROVIDED BY AUSTRALIAN LAW

### 1. ADDITIONAL LEGISLATIVE PROTECTIONS

Australian law offers protections where “eligible whistleblowers” make a disclosure outside Mayne Pharma’s Misconduct & Whistleblowing Policy (for example, if potential misconduct is reported to someone other than the individuals described in the Misconduct & Whistleblowing Policy). If an eligible whistleblower makes a “protected disclosure” under Australian law, even if it is outside the scope of this policy, they may still be entitled to Australian legal protections.

Please contact the Legal department if you would like more information about legal protections available in Australia.

### 2. ELIGIBLE WHISTLEBLOWERS

Under Australian law, an “eligible whistleblower” is an individual who is, or has been:

- an officer or employee of Mayne Pharma
- a supplier of services or goods to Mayne Pharma (whether paid or unpaid), including employees (eg current and former contractors, consultants, service providers and business partners);
- an associate of Mayne Pharma; and
- a relative, dependent or spouse of an individual listed above.

### 3. PROTECTED DISCLOSURES UNDER AUSTRALIAN LAW

Certain information that is disclosed by eligible whistleblowers is protected by Australian law. The first column in the table below outlines the kind of information that would be considered a “protected disclosure”. To be eligible to receive these additional protections under Australian law, your whistleblower report must be made to one of the recipients identified in the column on the right.

| Information reported or disclosed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Recipient of disclosed information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>• Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the company or a related body corporate</li> <li>• This includes information that the company or a related body corporate or any officer or employee of the company or a related body corporate has engaged in conduct that:               <ul style="list-style-type: none"> <li>○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li> <li>○ represents a danger to the public or the financial system; or</li> <li>○ constitutes an offence against any law of the Australian Commonwealth that is punishable by imprisonment for a period of 12 months or more</li> </ul> </li> <li>• Note that “personal work-related grievances” are not protected disclosures under the Australian law, except as noted below</li> </ul> | <ul style="list-style-type: none"> <li>• One of Mayne Pharma’s Protected Disclosure Officers (as outlined in the policy) or the Whistleblower Hotline</li> <li>• An officer or senior manager of Mayne Pharma or a related body corporate (eg the Company Secretary, a Board Director or a member of the Corporate Executive Committee)</li> <li>• An auditor, or a member of an audit team conducting an audit, of Mayne Pharma or a related body corporate</li> <li>• An actuary of Mayne Pharma or a related body corporate</li> <li>• ASIC or APRA</li> <li>• A lawyer for the purpose of obtaining legal advice or legal representation</li> </ul> |
| <ul style="list-style-type: none"> <li>• Information that may assist the Australian Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the company</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <ul style="list-style-type: none"> <li>• Australian Commissioner of Taxation</li> <li>• A lawyer for the purpose of obtaining legal advice or legal representation</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

| Information reported or disclosed                                                                                                                                                                                                                                                                                                                     | Recipient of disclosed information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Mayne Pharma or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Mayne Pharma or an associate</li> </ul> | <ul style="list-style-type: none"> <li>One of Mayne Pharma’s Protected Disclosure Officers (as outlined in the policy) or the Whistleblower Hotline</li> <li>A Director, Company Secretary or senior manager of Mayne Pharma or a related body corporate (eg the Company Secretary, a Board Director or a member of the Corporate Executive Committee)</li> <li>An auditor, or a member of an audit team conducting an audit, of Mayne Pharma</li> <li>A registered tax agent or BAS agent who provides tax services or BAS services to Mayne Pharma</li> <li>An employee or officer of Mayne Pharma who has functions or duties that relate to the tax affairs of Mayne Pharma</li> <li>A lawyer for the purpose of obtaining legal advice or legal representation</li> </ul> |

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients, such as parliamentarians and journalists under particular circumstances. Please contact the Australian Legal team if you would like more information about emergency and public interest disclosures.

#### 4. PERSONAL WORK-RELATED GRIEVANCES

Legal protection for disclosures about solely personal employment related matters are only available under Australian law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if:

- it concerns detriment to you because you have or may be considering making a whistleblower report; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under Australian law, a grievance is **not** a ‘personal work related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

Employees with concerns about employment-related matters are encouraged to discuss these with their manager, Human Resources or a member of the Legal team.

#### 5. SPECIFIC PROTECTIONS AND REMEDIES

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;

- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court finds appropriate.

Australian law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure if you have reasonable grounds for making it; and
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure if you had reasonable grounds for making it.