

MAYNE PHARMA GROUP LIMITED

MISCONDUCT & WHISTLEBLOWING POLICY**1. PURPOSE**

Mayne Pharma promotes an honest and ethical business culture. This global policy covers:

- The requirement for our people to speak up if they see something wrong, including potential violations of Company policies or any other unethical, illegal, corrupt or fraudulent conduct by colleagues or business partners;
- How Mayne Pharma manages whistleblower reports; and
- Our commitment to protect people who speak up if they see something wrong.

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** or the **Company**). We encourage anyone else who has reasonable grounds to suspect potential misconduct to make a report.

This policy supports Mayne Pharma's Business Code of Conduct (the **Code**). The Code outlines the Company's core values, including Integrity, Accountability, and Empowerment. Employees are empowered to and accountable for doing the right thing and following all applicable laws and regulations as we conduct our business.

3. POLICY STATEMENT

All Employees have a duty to report known or potential violations of law or Company policy. Employees who raise potential concerns help the Company identify and correct problems. This Policy outlines the various channels that Employees can use to make a report.

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

What should I report?

Examples of the kinds of matters that can be raised include, but are not limited to:

- Breach of Company 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 Company policies related to product quality or safety;
- Violation of human rights;
- Retaliation or detriment against a person who makes a report under this policy; and
- Deliberate concealment of any of these things.

Basis of making a report

Employees must have “reasonable grounds” to support their belief of wrongdoing to justify a report under this policy. “Reasonable grounds” includes witnessing or being aware of any behaviour that a reasonable person might conclude would violate Company policies and would negatively impact the Company.

How do I make a report?

If at all possible, Employees are encouraged to raise concerns to their immediate manager. Otherwise, Employees can make reports by email, telephone or in person to any of the following individuals (each a **Protected Disclosure Officer**):

Title	Name	Email
Executive Vice President, General Counsel	Kimberly Parker	kimberly.parker@maynepharma.com
Associate General Counsel & Company Secretary	Laura Loftus	laura.loftus@maynepharma.com
Global Head of Compliance and Risk	Itzy Wallace	itzy.wallace@maynepharma.com
Global Human Resources	Erinn Nathaniel	erinn.nathaniel@maynepharma.com
Head of Human Resources (AU)	Kia Logan	kia.logan@maynepharma.com
Audit & Risk Committee Chair	Ann Custin	ann.custin@maynepharma.com

Any Employee who may choose to report an issue through 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.

All whistleblower reports received from any source must be forwarded to either the EVP, General Counsel or the Global Head Compliance and Risk.

Can I make an anonymous report?

Access to information related to a whistleblower report is limited to those involved in managing and investigating the report. Reports and the identities of those making them will be treated as confidential and will only be disclosed:

- With the consent of the reporting person; or
- If the Company is legally required to disclose it (e.g., to certain regulators).

Reports can be made anonymously by creating an anonymous account through the independent and confidential Whistleblower Hotline. 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. However, the Company encourages the reporting person to share their identity to assist with an investigation. In some cases, choosing to remain anonymous may limit the investigation and may make it difficult for Mayne Pharma to offer practical support.

What protections exist if I provide a report?

Employees who submit reports based on “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 or compensation and varying an Employee’s roles or duties.

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

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:

- Training those who may receive a report on their responsibilities to protect confidentiality and ensure Employees are not victimised for making a report;
- Providing 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 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 Department. Employees named in reports submitted in bad faith will also be protected.

What is the process for investigation of reports?

All reports made through the Whistleblower Hotline or through Mayne Pharma management are investigated by Compliance, Human Resources or Legal depending on the nature of the allegation(s). If the report involves Legal, 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 Compliance.

The purpose of each investigation is to uncover the truth, 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 to support the fair treatment of all Employees who may be involved.

Can I follow up on a report?

Legal and Compliance will provide status updates where legally permitted. We encourage Employees to follow up on their report to confirm the progress and resolution of investigations.

Where can I get more information?

For more information, Employees may speak to their manager, Human Resources, Legal or Compliance. A copy of this policy is available on Mayne Pharma’s website at www.maynepharma.com/investor-relations/corporate-governance/.

The Company understand that making a report or being involved in an investigation may be stressful for Employees. For confidential support, Employees may contact Mayne Pharma’s Employee Assistance Program.

4. RESPONSIBILITY

All Employees must:

- Be familiar with applicable Company requirements in the jurisdictions where they conduct business.
- Report any known or suspected breaches of Company policies in accordance with this policy.
- Contact their manager, Human Resources, Legal or Compliance if uncertain how to handle a particular situation

Managers must:

- Communicate any reports received from direct or indirect employees per this policy to Legal or Compliance contacts noted herein for proper evaluation and follow-up.

Legal must:

- Receive and evaluate reports, determine investigation approach and lead or guide the investigation to resolution.
- Provide periodic updates to the Audit & Risk Committee on reports received under this policy and, where necessary, escalate these reports to the Board.

Compliance must:

- Receive reports and support or participate in investigations led by Legal or by external counsel through the Audit & Risk Committee.
- In conjunction with Legal, provide periodic updates to the Audit & Risk Committee on reports received under this policy and, where necessary, escalate these reports to the Board.

Human Resources must:

- Receive reports and support or participate in investigations led by Legal or by external counsel through the Audit & Risk Committee.

The Audit & Risk Committee is required to:

- Receive regular updates from Legal and Compliance on reports received under this policy
- Receive reports made specifically about Legal Team members from Compliance.
- Appoint external counsel, as necessary, and lead or support the investigation to resolution.

ATTACHMENT 1: PROTECTIONS PROVIDED BY AUSTRALIAN LAW

1. ADDITIONAL LEGISLATIVE PROTECTIONS

Australian law offers legal protections where eligible whistleblowers make a disclosure outside Mayne Pharma’s Misconduct & Whistleblowing Policy (e.g., if potential misconduct is reported to someone other than a Protected Disclosure Officer).

Please contact Legal 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 (e.g., current and former contractors, consultants, service providers and business partners);
- An associate of Mayne Pharma; or
- 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"> • Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the company or a related body corporate • 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"> ○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act); ○ represents a danger to the public or the financial system; or ○ constitutes an offence against any law of the Australian Commonwealth that is punishable by imprisonment for a period of 12 months or more • Note that “personal work-related grievances” are not protected disclosures under the Australian law, except as noted below 	<ul style="list-style-type: none"> • One of Mayne Pharma’s Protected Disclosure Officers (as outlined in the policy) or the Whistleblower Hotline • 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) • An auditor, or a member of an audit team conducting an audit, of Mayne Pharma or a related body corporate • An actuary of Mayne Pharma or a related body corporate • ASIC or APRA • A lawyer for the purpose of obtaining legal advice or legal representation
<ul style="list-style-type: none"> • 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 	<ul style="list-style-type: none"> • Australian Commissioner of Taxation • A lawyer for the purpose of obtaining legal advice or legal representation

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

The law also protects certain disclosures made in certain “emergency” and “public interest” situations, in which case disclosures may be made to additional recipients, such as parliamentarians and journalists. Please contact the Australian Legal team for 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 in limited circumstances. 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 may 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.