

## MAYNE PHARMA GROUP LIMITED

# CORPORATE GOVERNANCE STATEMENT

The Board of Directors of Mayne Pharma Group Limited (ASX:MYX) (“Company”) is responsible for the corporate governance of the Group and is committed to applying the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (“ASX Principles”) where practicable. The Board guides and monitors the business and affairs of the Group on behalf of the shareholders. It is a requirement of the Board that the Company maintains high standards of ethics and integrity at all times.

The ASX Principles are an important regulatory guide for listed companies reporting on their corporate governance practices. Under ASX Listing Rule 4.10.3, listed companies must disclose the extent to which they have followed the ASX Principles, and if any of the recommendations have not been followed, explain why. The Board believes that the Company’s policies and practices comply in all substantial respects with the ASX Principles.

### 1. Corporate Governance Webpage

Important information relating to the Company’s corporate governance policies and practices are set out on the Company’s website at [www.maynepharma.com](http://www.maynepharma.com). The following documents are available on the corporate governance section of the website:

- Corporate Governance Statement;
- Board Charter;
- Audit and Risk Committee Charter;
- Remuneration and People Committee Charter;
- Nomination Committee Charter;
- Science, Technology and Medical Committee Charter;
- Business Code of Conduct;
- Communications Policy;
- Continuous Disclosure Policy;
- Risk Management Framework;
- Securities Trading Policy; and
- Equal Opportunity 2016-2017 Report.

The corporate governance section of the Company’s website was first made available from 27 June 2007. The Company will continue to update its policies and practices to reflect developing corporate governance requirements and practices.

### 2. Role and Responsibility of the Board

#### 2.1 The Board’s duties

As the Board acts on behalf of and is accountable to the shareholders, the Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations and strives to meet those expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The role of the Board is to oversee and guide the management of the Group with the aim of protecting and enhancing the interests of its shareholders and taking into account the interests of other stakeholders including employees and the wider community.

The Board has adopted a formal charter (“Board Charter”) that clearly establishes the relationship between the Board and management and describes their functions and responsibilities. The Board Charter was last reviewed on 23 July 2015. The Board Charter is posted on the corporate governance section of the Company’s website.

The Board is responsible for setting the strategic direction of the Group, establishing goals for management and monitoring the achievement of those goals. The Chief Executive Officer is responsible for the day-to-day management of the Group and reports to the Board on key management and operational issues. The Board ensures that the Chief Executive Officer is appropriately qualified and experienced to discharge his responsibilities and has procedures in place to assess the performance of the Chief Executive Officer on behalf of the shareholders.

The Board also appoints the Company Secretary. The Company Secretary is responsible for coordination of all Board business including agendas, Board Papers and minutes; advising the Board and committees on governance matters; and helping to facilitate and organise the induction and professional development of Directors.

The Company Secretary is also responsible for the day-to-day operations of the Company Secretary’s office including lodgements with relevant Securities Exchanges and other regulators, management of dividend payments and associated share plans, and oversight of the relationship with the Company’s share registrar.

## **2.2 Code of Conduct**

Directors of the Company are also subject to the Company’s Business Code of Conduct (see further discussion below in the Conduct and Ethics section). The Business Code of Conduct is considered by the Board to be an effective way to guide the behaviour of all Directors and employees and demonstrates the Company’s commitment to ethical and compliant practices.

## **3. Board Composition**

The composition of the Board is determined in accordance with the following principles and guidelines:

- the Board should comprise at least three directors;
- the Board should comprise directors with an appropriate range of skills, experience and expertise; and
- the Board shall meet regularly and follow meeting guidelines set down to ensure all directors are made aware of, and have available all necessary information to participate in an informed discussion of all agenda items.

As at the date of this report, the Board comprises eight Directors: six independent Non-Executive Directors; an independent Non-Executive Chairman; and one Executive Director. Details of the Directors are included on the About Us section of the Company’s website.

The Board seeks to maintain an appropriate mix of skills and diversity in the membership of the Board. This includes diversity of skills, experience, gender and background in the pharmaceutical industry, international business, finance, accounting and management.

The following Board skills matrix describes the combined skills of the Board across a range of general and specialist areas. The Board considers that collectively the Directors have the appropriate range of skills and experience necessary to direct the Company’s businesses and achieve the Company’s strategic objectives.

| BOARD SKILLS MATRIX                     |                                                                                                                                                                                                                                             | BOARD REPRESENTATION |
|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| <b>General Experience</b>               |                                                                                                                                                                                                                                             |                      |
| <b>Managing and Leading</b>             | Success in business at a senior level in a successful career.                                                                                                                                                                               | 8                    |
| <b>Global Experience</b>                | Senior executive or equivalent exposure to a range of political, cultural, regulatory and business environments.                                                                                                                            | 8                    |
| <b>Business / Commercial</b>            | Senior executive or equivalent experience in business/commerce in a large business enterprise                                                                                                                                               | 8                    |
| <b>Strategy</b>                         | Track record of developing and implementing successful strategies.                                                                                                                                                                          | 8                    |
| <b>Governance</b>                       | Commitment to high standards of governance, including experience with a large business enterprise which is subject to rigorous governance standards.                                                                                        | 8                    |
| <b>Specialist Experience</b>            |                                                                                                                                                                                                                                             |                      |
| <b>Industry-specific knowledge</b>      | Senior executive experience in a large biopharmaceutical, pharmaceutical or medical organization.                                                                                                                                           | 3                    |
| <b>Finance/Legal/Risk management</b>    | Board audit/risk management membership or senior executive or equivalent experience in financial accounting and reporting, corporate finance, internal financial controls or the provision of legal services to large business enterprises. | 8                    |
| <b>Marketing</b>                        | Senior executive experience in marketing and a detailed understanding of the Group's corporate objective to create long-term value through the provision of innovative products.                                                            | 7                    |
| <b>Capital Projects</b>                 | Experience in an industry with projects involving large scale capital outlays and long term investment horizons.                                                                                                                            | 7                    |
| <b>Health, Safety &amp; Environment</b> | Experience related to workplace health, safety, environment and social responsibility within a large business enterprise.                                                                                                                   | 8                    |
| <b>Remuneration</b>                     | Board remuneration committee membership or senior executive or equivalent experience relating to remuneration, including incentive programs.                                                                                                | 6                    |
| <b>Government Affairs</b>               | Experience in liaising with government and experience with public and regulatory policy.                                                                                                                                                    | 8                    |
| <b>R&amp;D/Product Development</b>      | Experience in research and development or product development with a large biopharmaceutical, pharmaceutical or medical organisation.                                                                                                       | 3                    |
| <b>Manufacturing/Quality</b>            | Experience in manufacturing or quality operations with a large biopharmaceutical, pharmaceutical or medical organisation                                                                                                                    | 3                    |

### 3.1 Independence of Directors

The Board has reviewed the position and associations of each of the eight Directors in office at the date of this report and considers that seven of the Directors are independent. In considering whether a director is independent, the Board has regard to the independence criteria in ASX Principle 2 and other facts, information and circumstances that the Board considers relevant. The Board assesses the independence of new directors upon appointment and reviews their independence, and the independence of other Directors, as appropriate.

The Board considers that Ms Dolan and Messrs Corbett, Best, Hodges, Mathieson, Robinson and Scholes meet the independence criteria in ASX Principle 2. They have no material business or contractual relationship with the Company, other than as a Director, and no conflicts of interest that could interfere with the exercise of independent judgement.

Mr Richards is employed in an executive capacity by the Company and so is not considered to be independent.

The Directors will continue to monitor the composition of the Board to ensure its structure remains appropriate and consistent with effective management and good governance.

#### **4. Retirement and Re-Election of Existing Directors**

The Constitution of the Company requires one third of the Directors, other than Executive Directors, to retire from office at each Annual General Meeting. Directors who have been appointed by the Board during the year are required to retire from office at the next Annual General Meeting and are not taken into account in determining the number of Directors to retire at that Annual General Meeting. Directors cannot hold office for a period in excess of three years or later than the third Annual General Meeting following their appointment without submitting themselves for re-election. Retiring Directors are eligible for re-election by shareholders.

#### **5. Nomination and Appointment of New Directors**

Recommendations of candidates for new directors are made by the Nomination Committee for consideration by the Board as a whole. If it is necessary to appoint a new director to fill a vacancy on the Board or to complement the existing Board, a wide potential base of possible candidates is considered.

In making recommendations to the Board regarding the appointment of Directors, the Nomination Committee periodically assesses the appropriate mix of skills, experience and expertise required by the Board and the extent to which the required skills and experience are represented on the Board. The committee also takes account of other factors such as diversity and cultural fit. The identification of a potential director may be assisted by the use of external search organisations and detailed background information in relation to the potential candidate is provided to all Directors prior to any decisions being made. Nominations for appointment are then approved by the Board as a whole.

If a candidate is recommended by the Nomination Committee, the Board assesses that proposed new director against a range of criteria including background, experience, professional skills, personal qualities, the potential for the candidate's skills to augment the existing Board and the candidate's availability to commit to the Board's activities. If these criteria are met and the Board appoints the candidate as a Director, that Director must retire at the next Annual General Meeting of Shareholders and will be eligible for election by shareholders at that General Meeting.

New Directors are provided with a letter of appointment, setting out the terms of their appointment, including their powers, rights and obligations. An induction program is provided for new members of the Board. This includes meetings with senior executives, site visits, provision of relevant corporate governance materials and policies and discussions with the Chairman and other Directors.

#### **6. Board Meetings**

The Board meets formally at least ten times each year, and from time to time meetings are convened outside the scheduled dates to consider matters of importance. The Board met eleven times between 1 July 2016 and 30 June 2017.

The Directors' attendance at Board meetings is detailed in the Annual Report.

The agenda for meetings is prepared by the Company Secretary, in conjunction with the Chairman, Chief Executive Officer, and periodic input from the Board. Comprehensive Board papers are distributed to Directors in advance of scheduled meetings. Board meetings typically take place at the Company's head office and manufacturing facility based in Salisbury, South Australia but also take place at the Company's commercial offices in Melbourne, Victoria and Raleigh, North Carolina, USA and at the operating facility in Greenville, North Carolina, USA.

The Non-Executive Directors also meet regularly without management present.

## **7. Performance Review**

The Chairman evaluates the performance of the Board as a whole and the performance of individual Directors. The performance evaluation includes an examination of the performance of the Board and individual Directors as against the Board Charter. This review involves the directors completing a questionnaire/survey and the Board then discussing the areas for improvement. The evaluation may establish goals and objectives for the Board and provide any recommendations for improvement to Board performance.

The Board aims to ensure that shareholders are informed of all information necessary to assess the performance of the Directors.

Information is communicated to shareholders through:

- the Annual Report;
- the half-yearly report;
- the Annual General Meeting and other meetings to obtain shareholder approval for Board actions as appropriate; and
- continuous disclosure in accordance with ASX Listing Rule 3.1 and the Company's Continuous Disclosure Policy.

## **8. Board Members' Rights to Independent Advice**

The Board has procedures to allow Directors, in the furtherance of their duties as directors or members of a Committee, to seek independent professional advice at the Company's expense, subject to the prior written approval of the Chairman.

## **9. Board Committees**

The Board has established the following committees to advise and support the Board in carrying out its duties:

- Audit and Risk Committee;
- Nomination Committee;
- Remuneration and People Committee; and
- Science, Technology and Medical Committee.

Directors' attendance at meetings of these committees is detailed in the Annual Report.

### **9.1 Audit and Risk Committee**

It is the Board's responsibility to ensure that an effective internal control framework exists within the Company, including internal controls to deal with both the effectiveness and efficiency of significant business processes. Effective internal controls include the safeguarding of assets, the maintenance of proper accounting records, managing and mitigating business risks and the reliability of financial information.

The Board has established an Audit and Risk Committee, which operates under a Charter approved by the Board, and has delegated the responsibility for the establishment and maintenance of a framework of internal control and ethical standards for the management of the Company to the Audit and Risk Committee. The Charter was last reviewed and approved by the Board on 23 July 2015.

The duties and responsibilities of the Audit and Risk Committee include:

- ensuring appropriate accounting policies and procedures are defined, adopted and maintained;
- ensuring that the operating and management reporting procedures, and the system of internal control, are of a sufficiently high standard to provide timely, accurate and relevant information as a sound basis for management of the Group's business;

- reviewing the Financial Statements for accuracy and to ensure they reflect a true and fair view prior to their presentation to the Board;
- reviewing the scope of work for the external audit function including approval of strategic and annual audit plans and effectiveness of the external audit function;
- ensuring that appropriate processes are in place to ensure compliance with all legal requirements affecting the Group;
- ensuring that all internal and industry codes of conduct and standards of corporate behaviour are being complied with;
- appointing a person(s) responsible for internal audit functions as specified from time to time by, and in accordance with, the Committee's Charter;
- making recommendations to the Board on the appointment, reappointment or replacement (subject, if applicable, to shareholder ratification) of the external auditors and monitoring the effectiveness, and independence of the external auditors;
- approving and monitoring the Company's risk management strategy;
- reviewing and recommending policies and procedures for managing and mitigating risks across the Company;
- regularly reviewing the Company's Risk Management Framework and Risk Register; and
- actioning any other business processes or functions which may be referred to it by the Board.

As and when required, the Audit and Risk Committee engages external consultants to review the Group's internal control environment, as the Company does not yet have an internal audit function. Although Mayne Pharma does not maintain an internal audit function, the control environment continues to evolve with the appointment of a Vice President of Global Governance, Risk & Compliance (VP, GRC) during FY17. The VP, GRC role is responsible for leading the implementation of the Company's control framework, whereby each business unit and functional leader is required to formally consider its risk environment, document identified risks and risk treatment plans, and periodically report on the progress of ongoing risk mitigation through the implementation of those treatment plans.

The operation and responsibilities of the Audit and Risk Committee are consistent with ASX Principle 4 and ASX Principle 7. The Committee met four times during the financial year ended 30 June 2017.

The members of the Audit and Risk Committee at the date of this report were:

- Mr I Scholes – Chairman;
- Hon R Best; and
- Ms N Dolan.

In addition to the members of the Committee, the Group CFO attends the Audit and Risk Committee meetings and representatives of the external auditors are invited to attend when appropriate.

## **9.2 Appointment of external auditors**

The Audit and Risk Committee is directly responsible for the appointment, reappointment or replacement (subject, if applicable, to shareholder ratification), remuneration, monitoring of effectiveness, and independence of the external auditors, including resolution of disagreements between management and the auditor regarding financial reporting.

The appointed external auditor is required to attend the Company's Annual General Meeting to answer any questions from shareholders in relation to the audit.

The Committee must approve all audit and non-audit services provided by the external auditors and must not engage the external auditors to perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgement or independence in respect of the Company. The Committee may delegate the approval authority to a member of the Committee. The decisions of any Audit and Risk Committee member to whom the approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

When reviewing the auditor's independence, the Committee will typically require the rotation of the audit partner at least once every five years, in accordance with the *Corporations Act 2001*. In February 2016, the Board approved Mr Ashley Butler to act as the signing partner for Ernst & Young for an additional two years for financial years 2017-2018 and 2018-2019 as a result of the significant increase in the Company's US operations. The Board determined that this increase in operations required continuity of audit expertise as the Company changed auditors of the US operations during the 2017 financial year from CRI to Ernst & Young.

### 9.3 Nomination Committee

The Board has established a Nomination Committee to assist the Board in selecting candidates for the position of director.

The members of the Nomination Committee at the date of this report were:

- Hon R Best – Chairman;
- Mr R Corbett; and
- Mr B Mathieson.

The primary purpose of the Nomination Committee as set out in its Charter is to support and advise the Board in fulfilling their 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 by:

- assessing the skills required on the Board, and the extent to which the required skills are represented on the Board. The Committee also takes account of other factors such as diversity and cultural fit;
- establishing processes for the review of the performance of individual Directors and the Board as a whole; and
- establishing processes for the identification of suitable candidates for appointment to the Board.

The Charter was last reviewed and approved by the Board on 23 July 2015. The operation and responsibilities of the Nomination Committee are consistent with ASX Principle 2.

The Committee met once during the financial year ended 30 June 2017.

### 9.4 Remuneration and People Committee

The Board has established a Remuneration and People Committee to assist the Board in ensuring that appropriate and effective remuneration and other people-related policies are in place that support the Company's strategy and objectives and to review these on behalf of the Board.

The members of the Remuneration Committee at the date of this report were:

- Mr R Corbett – Chairman;
- Hon R Best; and
- Mr I Scholes.

The duties and responsibilities of the Remuneration and People Committee are set out in its Charter which was last reviewed and approved by the Remuneration and People Committee on 22 July 2015. The key duties and responsibilities are:

- to review and recommend to the Board, remuneration policies and packages for the Chief Executive Officer, Executive Directors and direct reports to the Chief Executive Officer;
- to recommend to the Board any changes in remuneration policy including superannuation, other benefits and remuneration structure for executives and which is likely to have a material impact on the Company;
- to review and recommend to the Board proposals for employee equity plans;

- to review and recommend to the Board proposals for short- and long-term incentive programs for executives;
- to review and recommend to the Board any changes to Non-Executive Directors' fees;
- to ensure there is a proper performance management process in place throughout the organisation and that it is operating effectively; and
- to be informed of:
  - current trends in executive remuneration and associated incentive initiatives;
  - legislative issues associated with executive remuneration programs.

The Committee met three times during the financial year ended 30 June 2017.

## **9.5 Science, Technology and Medical Committee**

The Board established a Science, Technology and Medical Committee in 2017 to assist and advise the Board in overseeing the strategic direction and investment in research and development and other scientific initiatives of the Company.

The members of the Science, Technology and Medical Committee at the date of this report were:

- Prof B Robinson;
- Mr P Hodges;
- The Company's Chief Scientific Officer; and
- The Company's EVP and General Counsel.

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

- 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;
- Reviewing the scientific and therapeutic aspects of the Company's investments in technology through acquisition, in-licensing or other business development activities; and
- Reviewing scientific and therapeutic trends that could have a significant impact on the Company and more generally, the industry.

The Committee Charter was approved by the Science, Technology and Medical Committee on 25 April 2017.

The Committee met once during the financial year ended 30 June 2017.

## **9.6 Remuneration for Directors and executives**

A brief discussion on the Company's remuneration policies in respect of Directors and executives is set out in the Annual Report. Detailed disclosure of the remuneration paid to the Company's Directors and executives is set out in the Remuneration Report, which forms part of the Annual Report.

## **10. Integrity in Financial Reporting**

Consistent with ASX Principle 4.2, the Company's financial report preparation and approval process for the financial year ended 30 June 2017 involved both the Chief Executive Officer and the Group CFO providing detailed representations to the Board covering:

- compliance with the Company's accounting policies and relevant accounting standards;
- the accuracy of the financial statements and that they provide a true and fair view;
- integrity and objectivity of the financial statements; and
- the effectiveness of the system of internal control.

The Board has received a declaration from the Chief Executive Officer and the Group CFO that, in their opinion, the financial records of the Company have been properly maintained and that the financial

statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

## **11. Risk Identification and Management**

The Board accepts that taking and managing risk is central to building shareholder value and the Board is responsible for the Group's risk management strategy. Management is responsible for implementing the Board's strategy and for developing policies and procedures to assist the Board to identify, manage and mitigate the risks across the Group's operations.

The Company employs executives and retains consultants each with the requisite experience and qualifications to enable the Board to manage the risks to the Company. The Board has requested the Audit and Risk Committee oversee the Group's risk management processes and procedures.

The Group's identification and management of business risks is set out in a Risk Management Framework. The Framework is based on AS/NZS ISO 31000:2009 and provides a framework under which the Company can categorise the risks that are faced by the Group; the likelihood, consequence and potential impact if the risk were to eventuate, and the residual risk faced by the Group given the existence of appropriate controls.

The risks faced by the Company are diverse and vary significantly in terms of the likelihood of the event occurring and the consequence of such an event. Each specific risk is identified in the risk register and allocated to a member of the Corporate Executive Committee (CEC) and managed through day-to-day operations and compliance with appropriate, tailored standards and controls.

The risk register is updated by the CEC and reviewed by the Audit and Risk Committee. The Audit and Risk Committee last reviewed the risk register at its February 2017 meeting. A summary of the Risk Management Framework is disclosed on the Company's website in accordance with ASX Principle 7.

The VP, GRC works closely with the Audit and Risk Committee and the CEC to strengthen the Group's Risk Management Framework and processes.

Mayne Pharma strives to provide a dynamic, rewarding and safe place to work and is committed to acting consistently with the highest ethical standards and in strict compliance with the law in all its operations. To achieve this there are important standards and rules that all Directors, executives and other employees must be aware of and follow, that ensure all actions and decisions support our values, vision and objectives. The Company's Business Code of Conduct covers a broad range of matters and refers to those practices necessary to maintain confidence in the Company's integrity. See further discussion below in the Conduct and Ethics section.

### **11.1 Whistleblower Protection Policy**

Mayne Pharma has adopted a Misconduct and Whistleblower policy that provides a framework for staff and others to raise concerns about misconduct or activities that don't comply with our policies, and provides detail on our commitment to treat people with respect when they speak out if faced with an integrity or other ethical concern. Employees are encouraged to make reports as early as possible, and can raise matters of concern with their supervisors, our human resources, compliance or legal teams or by making an anonymous report to an independent third party.

### **11.2 Anti-Corruption and Anti-Bribery**

The Company's Business Code of Conduct outlines Mayne Pharma's zero tolerance policy towards bribery and corruption. The Company has a robust training program to give our employees the awareness and knowledge to comply with applicable laws and regulations and to reinforce that the Company will not tolerate any act of impropriety. Our activities must comply not only with company policies but with applicable laws in all countries in which we do business.

Our policy prohibits the offer, promise or giving of any payment or benefit at any time to an individual or entity for the purpose of improperly influencing decisions or actions with respect to our business. This applies to direct engagements (e.g., those driven by our company) as well as to indirect engagements (e.g., those managed through a third-party intermediary or partner). We conduct Anti-Bribery / Anti-Corruption training with relevant employees who engage with third parties including government officials. We are currently reviewing and enhancing the global Anti-Corruption and Anti-Bribery program with supporting global standard operating procedures. Our agreements with third party distributors who market and sell our products contain obligations requiring the distributors to comply with all relevant Anti-Bribery / Anti-Corruption laws and regulations.

### **11.3 Anti-Competitive Behaviour**

Mayne Pharma's compliance program ensures employees are aware of and have the relevant knowledge to comply with anti-trust laws and regulations (sometimes referred to as competition law). Anti-trust laws differ across different jurisdictions so training and other elements of the program are tailored as required to ensure that employees are aware of the laws and regulations that affect them.

The Business Code of Conduct outlines general principles to safeguard against violations of anti-trust/competition law. These principles are expanded in training programs provided to those employees who interact with external parties and are therefore at risk of engaging in or witnessing anti-competitive conduct. Training is conducted in small groups on a regular basis, with examples provided to explain how the laws and regulations may affect each person's day-to-day work and when an issue may arise so they are able to respond appropriately.

Mayne Pharma has significantly strengthened its anti-trust compliance program over the last 18 months and continues to enhance its policy and supporting procedures around anti-trust compliance and its pricing function.

## **12. Securities Trading by Directors and Employees**

The Board last amended and approved the Company's Securities Trading Policy on 30 July 2013. The policy summarises the law relating to insider trading and sets out the policy of the Company that applies to Directors, officers and employees dealing in securities of the Company.

The policy is reviewed regularly and a summary of the Securities Trading Policy can be accessed on the corporate governance section of the Company's website. This policy is provided to all Directors and employees and compliance with it is reviewed on an ongoing basis in accordance with the Company's risk management systems.

## **13. Continuous Disclosure**

The Company has established policies and procedures in order to comply with its continuous and periodic disclosure requirements under the *Corporations Act 2001* and the ASX Listing Rules. The Board has adopted a formal Continuous Disclosure Policy, which is available from the corporate governance section of the Company's website. The Continuous Disclosure Policy was last reviewed by the Board on 23 July 2015.

The Company Secretary has primary responsibility for the disclosure of material information to ASIC and ASX and maintains a procedural methodology for disclosure, as well as for record keeping.

The Company's Continuous Disclosure Policy requires all employees and Directors to notify the Chief Executive Officer or the Company Secretary of any potentially material information or proposal as soon as practicable after the person becomes aware of that information. The CEO and the Company Secretary will keep the full Board informed of all relevant matters. The Policy also sets out what renders information material.

The Board reviews the Company's compliance with this policy on an ongoing basis and will update it from time to time, if necessary.

## 14. Shareholder Communications

The Board's formal policy on communicating with shareholders, its Communications Policy, is available from the corporate governance section of the Company's website and supplements the Company's Continuous Disclosure Policy.

The aim of the Communications Policy is to make known the Company's methods for disclosure to shareholders and the general public. The Policy details the steps between disclosure to ASIC and ASX and communication to shareholders, with the Company's website playing an important role in the Company's communications strategy. It also sets out the policies and processes that the Company has in place to facilitate and encourage participation at meetings of shareholders.

The Board reviews this policy and compliance with it on an ongoing basis. The policy was last reviewed on 23 July 2015.

## 15. Conduct and Ethics

The Company's Business Code of Conduct was last reviewed by the Board on 24 May 2016. The Business Code of Conduct covers a broad range of matters and refers to those practices necessary to maintain confidence in the Company's integrity, including procedures in relation to:

- compliance with the law;
- business and financial records;
- occupational health and safety;
- conduct within and outside the workplace;
- confidentiality and use of information;
- conflict of interest;
- equal opportunity;
- whistle-blowing;
- anti-trust / dealings with third parties;
- data protection and privacy; and
- bribery and corruption.

The Code applies to Directors, executives and other employees, and directs individuals to report any contraventions of the Business Code of Conduct to their superior or the Chief Executive Officer. The Company also expects contractors, vendors and any other parties directly representing Mayne Pharma to comply with the Business Code of Conduct.

## 16. Diversity

The Board recognises that a diverse and inclusive workforce is not only good for our employees but also good for business. Diversity enables the Group to attract and retain talented people, create more innovative solutions and be more flexible and responsive to our customers' and shareholders' needs. The Board approved a diversity policy on 21 August 2012.

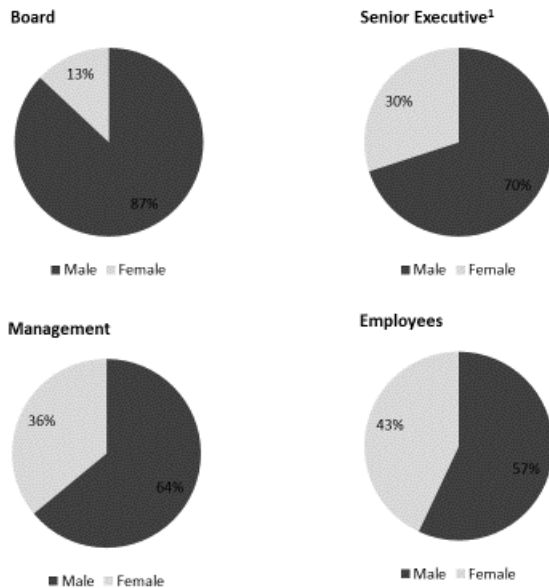
Mayne Pharma supports employees to achieve an appropriate work-life balance, promotes and rewards employees based on skills, experience and merit and ensures the workplace is free from discrimination and harassment.

This Company's approach to diversity includes a framework that helps the Company achieve the following:

- access to the broadest pool of available talent;
- a welcoming workforce culture that embraces diversity at all levels;
- use of recruitment practices that ensure a fair and equitable selection process at all levels where candidates are assessed on the basis of skills and capabilities;
- ensure there is no discrimination in hiring, compensation, access to training, promotion, termination or retirement based on race, caste, national origin, religion, age, disability, gender, marital status, sexual orientation, union membership or political affiliation;

- improved employee motivation and engagement; and
- enhanced teamwork and innovative solutions.

Below is a summary of the gender composition of the organisation as at 30 June 2017:



1. Senior executive captures all members of the Corporate Executive Committee

43% of the workforce and 36% of management positions were held by females. At the most senior leadership level 30% were female. In September 2016, Mayne Pharma appointed its first female Director to the Board.

The Group's approach to diversity is underpinned by practical objectives to ensure that all of its employees have equal opportunity to demonstrate their talents, commitment and results. The Company will measure its progress against these objectives and report to the Board annually.

The Company will support employees to achieve an appropriate work-life balance, promote and reward employees based on skills, experience and merit as well as ensure the workplace is free from discrimination and harassment.

## Gender Diversity Statistics

| FY16-FY18 OBJECTIVES                                                                                                                                                                                                              | FY16-FY18 MEASUREMENT                                                                                                                                                                                                                                                                                             | FY17 PERFORMANCE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Equal opportunity employer</b><br>Our recruitment practices are fair and equitable at all stages and candidates are assessed on the basis of their skills and capabilities for the position and cultural fit with the business | We endeavour for: <ol style="list-style-type: none"> <li>all selection processes and decisions to include both male and female representatives, and</li> <li>at least 1 female and 1 male will be invited to participate in the interview process, where appropriately skilled candidates have applied</li> </ol> | Our Recruitment & Selection policy reflect these practices. <ol style="list-style-type: none"> <li>We ensure representation of males and females in the recruitment process. The selection process generally involves 2 stages of interviews with between three and four leaders making up the selection panel.</li> <li>For the vast majority of roles both male and female suitably skilled candidates have applied and been shortlisted for consideration. In addition to interviewing, a variety of checks and assessments are undertaken to ensure the right skillset and capability is identified.</li> </ol> |
| <b>Equal gender participation</b><br>We seek to maintain diverse participation at all levels                                                                                                                                      | We endeavour for equal participation, allowing for a 10% variance either way. We will therefore seek to maintain a balance of at least 40% females and 40% males, in both management and non-management positions                                                                                                 | At a Group level non-management positions consist of 54% males and 46% females. 64% of management positions are held by males, leaving 36% held by females, which is unchanged from FY16. Frontline and middle management levels are also consistent with FY16 at 40% female participation.                                                                                                                                                                                                                                                                                                                         |
| <b>Equal opportunity for development</b><br>High potential employees have equal opportunity to development programs to build a diverse pipeline of talent for succession opportunities                                            | We endeavour for equal development opportunities, allowing for a 10% variance either way. We will therefore seek to maintain a balance of at least 40% females and 40% males, for participation in leadership or future leadership development program opportunities                                              | Throughout FY17 we have undertaken a number of leadership programs internally, in addition to supporting external development opportunities, for both existing and potential future leaders.<br><br>We are pleased to have achieved equal gender participation in our development, ensuring we continue to build our leadership capability and pipeline.                                                                                                                                                                                                                                                            |
| <b>Equal gender remuneration</b><br>Employees will be paid appropriate remuneration, based on their level of experience, achievements and competencies for their role                                                             | Undertake an annual pay equity analysis for employees in the same roles, and if any issues are identified, resolutions are to put in place                                                                                                                                                                        | The most recent pay equity analysis was conducted in July 2017.<br><br>In line with previous analysis that have been undertaken, no issues were identified that required resolutions to be put in place.                                                                                                                                                                                                                                                                                                                                                                                                            |

The Company is also required to comply with the requirements of the *Workplace Gender Equality Act 2012*. In May 2017 the Company lodged its annual compliance report which can be accessed on the corporate governance section of the Company's website.

In the US, the Company has an Affirmative Action Plan. One aspect of this plan is to assess opportunities for social inclusion of minorities and protected groups (e.g. veterans, people with disabilities, etc) against market availability. Goals have been developed to attract qualified applicants in identified under-employed groups.