

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder****MAYNE PHARMA GROUP LIMITED**

To Company Name/Scheme

ACN/ARSN

115 832 963

**1. Details of substantial holder (1)**

Name

YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)

ACN/ARSN (if applicable)

See above

The holder became a substantial holder on

07/03/2017**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid Shares	75,317,673	75,317,673	5.0083%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
YCMH	Relevant interest pursuant to s608(3)(b) of the Corporations Act (CA), being a relevant interest held through a body corporate (Yarra Funds Management Limited ACN 005 885 567 (YFM)) that YCMH controls	Ordinary Fully Paid Shares / 75,317,673
YMN	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which YMN's voting power is more than 20%	Ordinary Fully Paid Shares / 75,317,673
FINCO	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which FINCO's voting power is more than 20%	Ordinary Fully Paid Shares / 75,317,673
TOPCO	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (FINCO) that TOPCO controls	Ordinary Fully Paid Shares / 75,317,673
UNIVERSAL	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (TOPCO) that UNIVERSAL controls	Ordinary Fully Paid Shares / 75,317,673

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
All substantial holders named in 1 above	HSBC Custody Nominees (Australia) Limited; UBS Nominees Pty Ltd	YFM as the responsible entity for a range of managed investment schemes	Ordinary Fully Paid Shares / 9,858,434
All substantial holders named in 1 above	JP Morgan Chase Bank NA; State Street Australia Limited; National Australia Bank Asset Servicing; National Nominees Limited; Invla Custodian Pty Limited; BNP Paribas Securities Services; Citigroup Pty Limited.; Northern Trust Company.	Various Clients of YFM	Ordinary Fully Paid Shares / 65,459,239

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
YCMH		Refer to Attachment A		
YMN		Refer to Attachment A		
FINCO		Refer to Attachment A		
TOPCO		Refer to Attachment A		
UNIVERSAL		Refer to Attachment A		

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3065
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

**Signature**

print name BARRY WHITEHEAD

capacity COMPANY SECRETARY OF YFM

sign here

date

09 / 03 / 17

**ATTACHMENT A****Form 603 – Notice of Initial Substantial Holder****Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date of Acquisition	Consideration			Class and number of Securities	
	Transaction Type	Cash	Non-cash	Class	Number
13/01/2017	Relevant interests held by YCMH on acquisition of YFM by YCMH	Nil	Nil	Ordinary Fully Paid Shares	59,597,369
17/01/2017	Purchased on Market	\$1.2459	Nil	Ordinary Fully Paid Shares	412,309
19/01/2017	Purchased on Market	\$1.2650	Nil	Ordinary Fully Paid Shares	324,073
24/01/2017	Purchased on Market	\$1.2850	Nil	Ordinary Fully Paid Shares	85,244
24/01/2017	Sold on Market	\$1.2850	Nil	Ordinary Fully Paid Shares	8,291
27/01/2017	Sold on Market	\$1.2575	Nil	Ordinary Fully Paid Shares	1,339
31/01/2017	Sold on Market	\$1.2575	Nil	Ordinary Fully Paid Shares	238
3/02/2017	Purchased on Market	\$1.2775	Nil	Ordinary Fully Paid Shares	484,714
6/02/2017	Sold on Market	\$1.2829	Nil	Ordinary Fully Paid Shares	601,350
6/02/2017	Sold on Market	\$1.2850	Nil	Ordinary Fully Paid Shares	2,581
7/02/2017	Sold on Market	\$1.2550	Nil	Ordinary Fully Paid Shares	1,034
7/02/2017	Purchased on Market	\$1.2650	Nil	Ordinary Fully Paid Shares	334,440
8/02/2017	Purchased on Market	\$1.2675	Nil	Ordinary Fully Paid Shares	4,074,932
8/02/2017	Purchased on Market	\$1.2888	Nil	Ordinary Fully Paid Shares	553,139
9/02/2017	Purchased on Market	\$1.3871	Nil	Ordinary Fully Paid Shares	1,744,062
9/02/2017	Purchased on Market	\$1.3875	Nil	Ordinary Fully Paid Shares	1,000,000
9/02/2017	Purchased on Market	\$1.4000	Nil	Ordinary Fully Paid Shares	489,265
10/02/2017	Purchased on Market	\$1.4175	Nil	Ordinary Fully Paid Shares	1,033,825
10/02/2017	Purchased on Market	\$1.4225	Nil	Ordinary Fully Paid Shares	277,221
13/02/2017	Purchased on Market	\$1.4051	Nil	Ordinary Fully Paid Shares	1,846,757
13/02/2017	Purchased on Market	\$1.4073	Nil	Ordinary Fully Paid Shares	600,171
13/02/2017	Purchased on Market	\$1.4200	Nil	Ordinary Fully Paid Shares	18,529
14/02/2017	Purchased on Market	\$1.4229	Nil	Ordinary Fully Paid Shares	286,117
14/02/2017	Purchased on Market	\$1.4233	Nil	Ordinary Fully Paid Shares	750,000
14/02/2017	Purchased on Market	\$1.4250	Nil	Ordinary Fully Paid Shares	250,000
15/02/2017	Purchased on Market	\$1.4019	Nil	Ordinary Fully Paid Shares	41,842
15/02/2017	Purchased on Market	\$1.4020	Nil	Ordinary Fully Paid Shares	50
15/02/2017	Purchased on Market	\$1.4150	Nil	Ordinary Fully Paid Shares	1,363,211
21/02/2017	Sold on Market	\$1.3888	Nil	Ordinary Fully Paid Shares	49,332
22/02/2017	Sold on Market	\$1.4502	Nil	Ordinary Fully Paid Shares	1,316
24/02/2017	Purchased on Market	\$1.4750	Nil	Ordinary Fully Paid Shares	95,204
2/03/2017	Sold on Market	\$1.4462	Nil	Ordinary Fully Paid Shares	9,668
2/03/2017	Sold on Market	\$1.4486	Nil	Ordinary Fully Paid Shares	102,745
7/03/2017	Sold on Market	\$1.3600	Nil	Ordinary Fully Paid Shares	2,454
7/03/2017	Purchased on Market	\$1.3622	Nil	Ordinary Fully Paid Shares	435,547