

Form 603

Corporations Act 2001

Section 671B

Notice of Initial substantial holder**MAYNE PHARMA GROUP LIMITED**

To Company Name/Scheme

115 832 963

ACN/ARSN

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

10/04/2017**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	79,169,806	79,169,806	5.2589%

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 / 79,169,806
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 / 79,169,806
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 / 79,169,806
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 / 79,169,806
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 / 79,169,806

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 / 11,272,827
All substantial holders named in 1 above	JP Morgan Chase Bank NA; State Street Australia Limited; National Australia Bank Asset Servicing; National Nominees Limited; Invia Custodian Pty Limited; BNP Paribas Securities Services; Citigroup Pty Limited.; Northern Trust Company.	Various Clients of YFM	Ordinary Fully Paid Shares / 67,896,979

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/ARCN (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 3066
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

11 / 04 / 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	Number
13/01/2017	Relevant interests held by YCMH on acquisition of YFM by YCMH	Nil	Nil	59,597,369
17/01/2017	Purchased on Market	\$1,2459	Nil	412,309
19/01/2017	Purchased on Market	\$1,2650	Nil	324,073
24/01/2017	Purchased on Market	\$1,2850	Nil	85,244
24/01/2017	Sold on Market	\$1,2850	Nil	8,291
27/01/2017	Sold on Market	\$1,2575	Nil	1,339
31/01/2017	Sold on Market	\$1,2575	Nil	238
3/02/2017	Purchased on Market	\$1,2775	Nil	484,714
6/02/2017	Sold on Market	\$1,2829	Nil	601,350
6/02/2017	Sold on Market	\$1,2850	Nil	2,581
7/02/2017	Sold on Market	\$1,2550	Nil	1,034
7/02/2017	Purchased on Market	\$1,2650	Nil	334,440
8/02/2017	Purchased on Market	\$1,2675	Nil	4,074,932
8/02/2017	Purchased on Market	\$1,2888	Nil	553,139
9/02/2017	Purchased on Market	\$1,3871	Nil	1,744,062
9/02/2017	Purchased on Market	\$1,3875	Nil	1,000,000
9/02/2017	Purchased on Market	\$1,4000	Nil	489,265
10/02/2017	Purchased on Market	\$1,4175	Nil	1,033,825
10/02/2017	Purchased on Market	\$1,4225	Nil	277,221
13/02/2017	Purchased on Market	\$1,4051	Nil	1,846,757
13/02/2017	Purchased on Market	\$1,4073	Nil	600,171
13/02/2017	Purchased on Market	\$1,4200	Nil	18,529
14/02/2017	Purchased on Market	\$1,4229	Nil	286,117
14/02/2017	Purchased on Market	\$1,4233	Nil	750,000
14/02/2017	Purchased on Market	\$1,4250	Nil	250,000
15/02/2017	Purchased on Market	\$1,4019	Nil	41,842
15/02/2017	Purchased on Market	\$1,4020	Nil	50
15/02/2017	Purchased on Market	\$1,4150	Nil	1,363,211
21/02/2017	Sold on Market	\$1,3888	Nil	49,392
22/02/2017	Sold on Market	\$1,4502	Nil	1,316
24/02/2017	Purchased on Market	\$1,4750	Nil	95,204
2/03/2017	Sold on Market	\$1,4462	Nil	9,668
2/03/2017	Sold on Market	\$1,4486	Nil	102,745
7/03/2017	Sold on Market	\$1,3600	Nil	2,454
7/03/2017	Purchased on Market	\$1,3622	Nil	435,547
9/03/2017	Reduction due to change in client investment mandate	Nil	Nil	2,373,237
10/03/2017	Sold on Market	\$1,3006	Nil	77,914
16/03/2017	Sold on Market	\$1,2955	Nil	4,552
17/03/2017	Sold on Market	\$1,2800	Nil	1,083
17/03/2017	Sold on Market	\$1,2781	Nil	1,379
20/03/2017	Sold on Market	\$1,2601	Nil	1,443
20/03/2017	Sold on Market	\$1,2577	Nil	9,201
21/03/2017	Sold on Market	\$1,2661	Nil	100,921
21/03/2017	Purchased on Market	\$1,2834	Nil	252,338
21/03/2017	Purchased on Market	\$1,2875	Nil	500,000
28/03/2017	Sold on Market	\$1,3859	Nil	50,688
29/03/2017	Sold on Market	\$1,4136	Nil	38,441
29/03/2017	Sold on Market	\$1,4250	Nil	14,960
7/04/2017	Purchased on Market	\$1,3718	Nil	308,202
7/04/2017	Purchased on Market	\$1,3735	Nil	105,578
10/04/2017	Purchased on Market	\$1,3717	Nil	5,359,834