

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Mayne Pharma Group Limited	76 115 832 963

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Employee Share Plan buy back
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully Paid
5	Number of shares/units in the <sup>+</sup> class on issue	16,893,279
6	Whether shareholder/unitholder approval is required for buy-back	Not required
7	Reason for buy-back	As previously foreshadowed at the 2017 Annual General Meeting the Company will cancel employee loan scheme shares that are not effectively incentivising employees

<sup>+</sup> See chapter 19 for defined terms.

8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

Not applicable

### On-market buy-back

9 Name of broker who will act on the company's behalf

Not applicable

10 Deleted 30/9/2001.

11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

Not applicable

12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

Not applicable

13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

Not applicable

### Employee share scheme buy-back

14 Number of shares proposed to be bought back

16,893,279

15	Price to be offered for shares	Extinguishment of employee share loans totalling \$33,742,554 originally advanced by the Company to the Shareholders concerned for the purchase of the loan scheme shares being cancelled. No cash is payable by the Company for the Buy Back.
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**Selective buy-back**

16	Name of person or description of class of person whose shares are proposed to be bought back	Not applicable
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17	Number of shares proposed to be bought back	Not applicable
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18	Price to be offered for shares	Not applicable
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**Equal access scheme**

19	Percentage of shares proposed to be bought back	Not applicable
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20	Total number of shares proposed to be bought back if all offers are accepted	Not applicable
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21	Price to be offered for shares	Not applicable
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22	<sup>+</sup> Record date for participation in offer Cross reference: Appendix 7A, clause 9.	Not applicable
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<sup>+</sup> See chapter 19 for defined terms.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:



Company secretary

Date: 2 February 2018

Print name:

Nick Freeman