



Notice of Annual General Meeting



Date: 29 November 2018
Time: 10.00am
Place: RACV City Club
Level 2, 501 Bourke Street
Melbourne, Victoria 3000

maynepharma.com

NOTICE OF ANNUAL GENERAL MEETING

Mayne Pharma Group Limited ACN 115 832 963

The annual general meeting of Shareholders of Mayne Pharma Group Limited (Company or Mayne Pharma) will be held at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, Victoria, 3000 at 10.00am (Melbourne time) on Thursday, 29 November 2018.

Business**1. Financial statements and reports**

To receive and consider the Directors' Report, Financial Statements and the Independent Auditor's Report for the year ended 30 June 2018.

Note: There is no vote on this item.

2. Election and re-election of Directors

This year there are four directors standing for election and re-election – Mr Ian Scholes, Ms Nancy Dolan, Mr Frank Condella and Mr Patrick Blake. Mr William (Phil) Hodges will not be standing for re-election and will retire as a Director at the conclusion of the Annual General Meeting.

Resolution 1 – Re-election of Mr Ian Scholes

To consider and, if thought fit, to pass the following ordinary resolution:

'That Mr Ian Scholes, who retires by rotation in accordance with the Company's constitution and, being eligible and having signified his candidature for office, be re-elected as a Director.'

Resolution 2 – Re-election of Ms Nancy Dolan

To consider and, if thought fit, to pass the following ordinary resolution:

'That Ms Nancy Dolan, who retires by rotation in accordance with the Company's constitution and, being eligible and having signified her candidature for office, be re-elected as a Director.'

Resolution 3 – Election of Mr Frank Condella

To consider and, if thought fit, to pass the following ordinary resolution:

'That Mr Frank Condella, who was appointed to the Board since the last Annual General Meeting and who retires in accordance with the Company's constitution and, being eligible and having signified his candidature for office, be elected as a Director.'

Resolution 4 – Election of Mr Patrick Blake

To consider and, if thought fit, to pass the following ordinary resolution:

'That Mr Patrick Blake, who was appointed to the Board since the last Annual General Meeting and who retires in accordance with the Company's constitution and, being eligible and having signified his candidature for office, be elected as a Director.'

3. Remuneration report**Resolution 5 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following ordinary resolution:

'That the Remuneration Report that forms part of the Directors' Report of the Company for the financial year ended 30 June 2018 be adopted.'

Note: This is an advisory resolution and does not bind the Company nor the Directors.

Voting exclusion for resolution 5

The Company will disregard any votes cast on resolution 5:

- by or on behalf of a member of the Company's KMP named in the Remuneration Report for the year ended 30 June 2018 or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who, at the date of the meeting, is a member of the Company's KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 5:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though resolution 5 is connected with the remuneration of a member of the KMP.

4. Long term remuneration for Chief Executive Officer and Managing Director

Resolution 6 – Issue of Shares to Chief Executive Officer and Managing Director under the Executive Share Loan Scheme (ESLS)

To consider and, if thought fit, pass the following ordinary resolution:

‘That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to the issue to the Chief Executive Officer and Managing Director, Mr Scott Richards, of Shares under the Executive Share Loan Scheme on the terms summarised in the Explanatory Information.’

Voting exclusion for resolution 6

The Company will disregard any votes cast on resolution 6:

- that are cast in favour of the item by or on behalf of Mr Scott Richards or any of his associates (regardless of the capacity in which the vote is cast); or
- that are cast as a proxy by a person who, at the date of the meeting, is a member of the Company’s KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though resolution 6 is connected with the remuneration of a member of the KMP.

5. Other

Resolution 7 – Increase in Maximum Aggregate Annual Remuneration Payable to Non-Executive Directors

To consider and, if thought fit, pass the following ordinary resolution:

‘That for the purposes of ASX Listing Rule 10.17 and for all other purposes and in accordance with the Company’s constitution, the maximum aggregate amount of annual remuneration to be paid to all Non-Executive Directors of the Company be increased by \$600,000 from \$1,200,000 to \$1,800,000 per year.’

Voting exclusion for resolution 7

The Company will disregard any votes cast on resolution 7:

- by or on behalf of a Director and any of their associates.
- by any member of the Company’s KMP or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who, at the date of the meeting, is a member of the Company’s KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though resolution 7 is connected with the remuneration of a member of the KMP.

By order of the Board

Dated 29 October 2018



Signed

Nick Freeman
Company Secretary

PROXIES AND SHAREHOLDER INFORMATION

IMPORTANT: Shareholders are urged to direct their proxy on how to vote by clearly marking the relevant box for each resolution on the proxy form.

Proxies

1. A Shareholder entitled to attend and vote at the meeting has the right to appoint a person (who does not need to be a Shareholder of the Company) as the Shareholder's proxy to attend and vote at the meeting.
2. If a Shareholder is entitled to cast two or more votes they may appoint two proxies (but no more) provided that an appointment of two proxies will have no effect unless each proxy is appointed to represent a specified proportion of the Shareholder's voting rights aggregating to no more than 100% of that Shareholder's voting rights. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.
3. The proxy form must be signed by the Shareholder or their attorney. Proxies given by corporations must be signed by a Director and company secretary or two Directors or a sole Director/secretary or its duly authorised attorney.
4. If the proxy form is signed but is blank in all other material respects, it will be taken to mean that it is in favour of the Chairman of the meeting for full voting rights and the Chairman will vote in favour of the resolution on a poll (subject to the voting exclusions set out in this Notice).
5. A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.
6. If proxy holders vote, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed.
7. A proxy form accompanies this Notice of Meeting.
8. The proxy form accompanying this Notice contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.
9. Except where paragraph 10 immediately below applies, in relation to Resolution 5, 6 and 7 a proxy must not vote if:
 - (a) they are a KMP or a Closely Related Party of a KMP; and
 - (b) their appointment as proxy does not specify the way they are to vote on the Resolution.
10. By appointing the Chairman of the meeting as your proxy in relation to Resolution 5, 6 and 7, you expressly authorise the Chairman to vote in favour of that Resolution unless:
 - (a) you direct the Chairman to vote against or to abstain from voting on that Resolution; or
 - (b) you are a member of the KMP, or a closely related party of a KMP.
11. Subject to any voting exclusions, the Chairman of the meeting intends to exercise all open proxies by voting in favour of Resolutions 1, 2, 3, 4, 5, 6 and 7.
12. Proxies may be lodged with Company:
 - (a) by mail, to Computershare Investor Services Pty Limited, using the enclosed reply envelope to:

Postal address
GPO Box 242
Melbourne VIC 3001
 - (b) by facsimile:
 - (within Australia) 1800 783 447
 - (outside Australia) +61 3 9473 2555
 - (c) online at www.investorvote.com.au. To log in you will need your 6 digit Control Number as well as your Holder Identification Number or Security Reference Number which are shown on your proxy form.
 - (d) Custodian voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.
13. Enquiries can be made at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.30pm (Melbourne time), Monday to Friday.

Entitlement to vote

14. The Company has determined that the persons entitled to attend and vote at the Annual General Meeting will be those persons set out in the register of Shareholders as at 7:00 pm (Melbourne time) on Tuesday, 27 November 2018.

Voting in person or by attorney

15. Shareholders or their attorneys wishing to vote in person should attend the Annual General Meeting. Persons are asked to arrive at least 30 minutes prior to the commencement of the Annual General Meeting so that their Shareholding may be checked against the relevant register and their attendance noted.
16. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting, unless it has already been provided to Computershare Investor Services Pty Limited.

Voting by corporate representative

17. Corporate Shareholders or corporate proxies voting by corporate representatives should:
 - (a) obtain an appointment of corporate representative from Computershare Investor Services Pty Limited;
 - (b) complete and sign the form in accordance with the instructions on it; and
 - (c) bring the completed and signed form with them to the relevant meeting.

EXPLANATORY INFORMATION

1. Financial statements and reports

At the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2018.

Shareholders who have elected not to receive a hard copy of the Company's 2018 Annual Report can view or download a copy from the Company's website at www.maynepharma.com.

The Company's auditor will be present at the meeting and be available to answer questions as to the conduct of the audit and the auditor's report.

Shareholders should note that the sole purpose of tabling the Directors' Report, Financial Statements and Independent Auditor's Report of the Company at the Annual General Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from them. It is not the purpose of the meeting that the Directors' Report, Financial Statements and Independent Auditor's Report be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's Directors' Report, Financial Statements and Independent Auditor's Report will be put to Shareholders at the meeting.

2. Resolutions 1, 2, 3 and 4 – Election and Re-election of Directors

Under rule 3.6 of the Company's constitution, at each annual general meeting one third (or if that is not a whole number, the whole number nearest to one third) of the Company's Directors (excluding the CEO and any Directors appointed since the last Annual General Meeting) must retire from office and seek re-election.

Under rule 3.3 of the Company's constitution, any Director appointed by the Board since the last Annual General Meeting automatically retires at the next Annual General Meeting and is eligible for election at that general meeting.

Resolution 1 – Re-election of Mr Ian Scholes

Resolution 1 seeks approval for the re-election of Mr Ian Scholes as a Director with effect from the end of the Annual General Meeting.

Mr Ian Scholes was appointed to the Board on 17 October 2007.

Mr Scholes has extensive financial and corporate advisory experience, both in Australia and internationally. Mr Scholes held a number of senior roles within Merrill Lynch Australia, including Vice Chairman of Investment Banking. Previously Mr Scholes has held the position of Executive General Manager at National Australia Bank Limited, running the corporate and institutional banking division. Mr Scholes is currently a Partner and Chief Executive Officer of Chord Capital Pty Ltd. Mr Scholes has previously held positions on the Board of St Vincent's Health as Chairman of the St Vincent's Foundation and was a former director of SDI Limited.

In addition to being a Director of the Board, Mr Scholes is Chairman of the Audit & Risk Committee and a member of the Remuneration and People Committee.

Resolution 2 – Re-election of Ms Nancy Dolan

Resolution 2 seeks approval for the re-election of Ms Nancy Dolan as a Director with effect from the end of the Annual General Meeting.

Ms Nancy Dolan was appointed to the Board on 21 September 2016.

Ms Dolan has over 30 years' experience in the legal and commercial services sector. Ms Dolan is currently Chair of the Professional Conduct Oversight Committee at Chartered Accountants Australia and New Zealand. She has an honours degree in law from Victoria University of Wellington and an arts degree from the University of Canterbury in New Zealand. She was previously General Counsel and a Principal Officer at the University of Sydney, a Partner at PricewaterhouseCoopers responsible for legal affairs in the Asia Pacific region and a Partner at Mallesons Stephen Jacques (now King & Wood Mallesons). Ms Dolan was previously on the Advisory Board of the Sydney Medical School, on the Professional Standards Council for the Salvation Army, a member of the Advisory Committee for Salvos Legal and on the Salvation Army Advisory Board (Eastern Territory).

In addition to being a Director of the Board, Ms Dolan is a member of the Audit & Risk Committee.

Resolution 3 – Election of Mr Frank Condella

Resolution 3 seeks approval for the election of Mr Frank Condella as a Director with effect from the end of the Annual General Meeting.

The Board appointed Mr Frank Condella as a Director of the Company on 30 May 2018.

Mr Condella, a US resident, has over 30 years of experience in senior executive roles in the global pharmaceutical industry. Most recently, he was President and Chief Executive Officer of Juniper Pharmaceuticals, a specialty pharmaceutical company based in Boston focused on developing women's health therapeutics and providing contract development services to clients, a position he held from 2009 until 2016. Previously, he was Chief Executive Officer of Skyepharma plc, President of European operations at IVAX (now part of Teva), Chief Executive Officer of Faulding Pharmaceuticals, Vice President of Specialty Care Products at Roche and Vice President and General Manager of the Lederle Standard Products unit of American Home Products (Pfizer). Mr Condella was a director of Skyepharma plc until it merged with Vectura plc in 2016 when Mr Condella became, and continues to be, a director of Vectura plc. He is also a director of Palladio Biosciences, Inc and Fertin Pharma A/S.

In addition to being a Director of the Board, Mr Condella is a member of the Science, Technology and Medical Committee.

Resolution 4 – Election of Mr Patrick Blake

Resolution 4 seeks approval for the election of Patrick Blake as a Director with effect from the end of the Annual General Meeting.

The Board appointed Mr Patrick Blake as a Director of the Company on 28 June 2018.

Mr Blake, a US resident, has over 30 years of global healthcare industry experience including more than 20 years at McKesson Corporation, one of the largest healthcare services and information technology companies globally, and more than 10 years at Baxter Healthcare Corporation. Most recently, he was Executive Vice President of McKesson Corporation and Group President of McKesson Technology Solutions which services the health IT needs of hospitals and health systems, payers, physicians, homecare agencies, retail pharmacies and manufacturers, a position he held from 2009 until 2017. Previously, he was President of McKesson Specialty Health, a business focussed on the US specialty/biotech sector which was McKesson's fastest growing business for three years during his leadership. He was also President of Customer Operations for McKesson Pharmaceutical (US) from 2000 to 2006, leading commercial sales and operations for the wholesale distribution of branded, specialty and generic pharmaceuticals and other related products.

The Board (with the relevant Director in relation to their own election or re-election abstaining) recommends that Shareholders vote in favour of Resolutions 1, 2, 3 and 4.

3. Resolution 5 – Adoption of Remuneration Report

The Annual Report for the financial year ended 30 June 2018 contains a Remuneration Report, which forms part of the Director's Report and sets out the remuneration policy for the consolidated entity comprising the Company and its controlled entities and reports on the remuneration arrangements in place for its KMP.

The unique characteristics of Mayne Pharma's remuneration arrangement is that senior executives receive no short terms bonus and performance linked remuneration is tied to long term incentives in which KMP's only receive a benefit if the share price increases and meets the pre-determined performance hurdles.

The Remuneration Report includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The Board's remuneration policy for KMP incorporates a strong element of remuneration linked to long-term Company performance. Following the abolition of the short-term incentives for the CEO, Group CFO, other KMP and select senior executives, all of the incentive component of their remuneration is now linked to the long-term success of the Company.

The vote on Resolution 5 to adopt the Remuneration Report relates to the Company's remuneration policy and outcomes for the 2018 financial year.

The Corporations Act requires each listed company to put to a vote at its Annual General Meeting a non-binding resolution to shareholders to adopt the Remuneration Report. Whilst under the legislation this vote will be advisory only, and does not bind the Directors or the Company, the Directors recognise the vote as an indication of Shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

As a result of the provisions in the Corporations Act known generally as the 'two strikes rule', Shareholders should note that the result of the vote on this resolution may impact the voting at the Annual General Meeting next year. If 25% or more of the votes cast on this resolution are against adoption of the 2018 Remuneration Report, this will be considered the 'first-strike'. If a 'second strike' is cast against the 2019 Remuneration Report at next year's Annual General Meeting, this will trigger a vote on a resolution to spill the Board. Consequently, the Directors (excluding the Chief Executive Officer and Managing Director) may need to stand for re-election.

The Board, therefore, encourages shareholders to apply the same level of diligence in relation to voting on this resolution as they do with the binding resolutions.

The Board recommends that Shareholders vote in favour of Resolution 5.

4. Long term remuneration for Chief Executive Officer and Managing Director

Resolution 6 – Issue of Shares to the Chief Executive Officer and Managing Director under the ESLS

Under ASX Listing Rule 10.14, shareholder approval is required in order for a Director to be issued securities under an employee incentive scheme. Accordingly, Shareholders are asked to approve the issue of Shares under the ESLS to the Chief Executive Officer and Managing Director, Mr Scott Richards.

The ESLS provides a non-recourse loan for the sole purpose of acquiring Shares in the Company. The ESLS allows the issue of shares to participants based on a percentage of fixed remuneration funded by a non-recourse loan. The Shares vest over three years subject to the achievement of hurdles based on increases in shareholder wealth created over that period. Once vested, the shares remain restricted until the participant repays the loan. Issues are made annually to participants.

The ESLS participants currently include the CEO, Group CFO, other KMP and select senior executives. All ESLS participants no longer receive short-term incentives and all the incentive component of their remuneration is now linked to the long-term success of the Company. It is not intended that Non-Executive Directors will participate in the ESLS.

The Board believes that an equity-based long-term incentive is important to ensure an appropriate part of the executive's reward is linked to generating long-term returns for Shareholders.

Since the 2017 Annual General Meeting, Scott Richards acquired 6,608,851 Shares under the ESLS at an issue price of \$0.6169.

An overview of the ESLS offer to the Chief Executive Officer and Managing Director is set out below. Further details of Mr Richards' remuneration package and the operation of the ESLS are set out in the Remuneration Report of the 2018 Annual Report.

Date of allocation	If Shareholder approval is obtained it is expected that the loan will be made and Shares will be allocated in December 2018, no later than 30 days after the AGM.
Key terms of loan	<p>The ESLS provides for a limited-recourse, interest free, five-year loan from the Company for the sole purpose of acquiring Shares.</p> <p>Any dividends paid on the ESLS Shares while the ESLS Shares are restricted are applied (on a notional after-tax basis) towards repaying the loan. The balance of the dividend is paid directly to the participant to fund his or her tax liability on the dividends received.</p> <p>Following the end of the applicable Performance Period, if the vesting conditions are met the ESLS Shares will vest and the participant will then have until the end of the five-year term to repay the loan.</p> <p>As this is a limited-recourse loan, if the value of the ESLS Shares is less than the outstanding loan balance at the end of the loan period, the ESLS Shares will be surrendered and forfeited in full settlement of the loan balance.</p> <p>The amount of Scott Richards' loan will be set by the application of a multiplication factor to the dollar amount of his ESLS participation (see the Number and price of Shares section below). The multiplication factor has been set at 3.02 times and is set with reference to the size of the loan required for the desired value creation opportunity under the ESLS.</p>
Number and price of Shares	<p>The value of Mr Richards' annual ESLS participation is determined by reference to a percentage of his fixed remuneration which increased to 200% (previously 150%) on 1 July 2018 following a review of CEO remuneration of Australian and US comparators by KPMG-3dc, an independent remuneration consultant. The dollar amount of his ESLS participation is \$2,000,000 and his loan to buy shares will be \$6,040,000 (3.02 times the ESLS participation of \$2,000,000).</p> <p>The number of ESLS Shares allocated is determined by dividing the loan amount by the 5-day VWAP at grant date.</p>

Performance Conditions	<p>Shares will vest where an absolute total shareholder return (TSR) growth condition is met over the applicable period (three years)</p> <p>One half of the Shares will vest for compound annual absolute TSR growth of 5% per annum. All of the Shares will vest for compound annual absolute TSR growth of 10% per annum. Vesting will occur on a straight-line basis for performance between these two points.</p> <p>The Board chose the absolute TSR growth targets to align executive reward with what the Board considers to be acceptable levels of return to Shareholders (ie between 5% and 10% compound annual growth) over the next three years.</p> <p>The Board considered the use of a relative performance condition but does not consider that there are a sufficient number of appropriate comparator pharmaceutical companies (ie of similar size) listed in Australia.</p>
Performance Period	<p>The Shares will vest progressively over a three-year period, with 20% vesting after the first test date, 30% after the second test date and the balance after the third test date, subject to the achievement of the TSR target.</p> <p>The test dates for the CEO shares issued under the ESLS since 1 July 2015 have been set as 1 July each year. This provides a rolling benefit over the three-year period in the absence of a short-term incentive.</p> <p>Given the inherent uncertainty regarding the timing of receiving regulatory approvals for new products, the Board has determined that it is appropriate that if the Shares do not vest at the end of the three-year performance period, the applicable performance conditions will be retested every six months until expiry of the five-year term of the loan.</p>
Trading restrictions	<p>The ESLS Shares are restricted until the end of the vesting / performance periods and while the loan remains outstanding.</p>
Cessation of employment	<p>In general, all unvested ESLS Shares are forfeited and surrendered if the participant ceases employment prior to the end of the Performance Period. However, the Board has discretion to determine that some or all of a participant's ESLS Shares may vest in appropriate circumstances.</p>

Mayne Pharma has obtained a waiver from compliance with the requirements of Listing Rule 10.15.2 which allows Mayne Pharma not to include in this Notice of Meeting the maximum number of ESLS Shares that will be notionally granted to Mr Richards on the basis that the Notice of Meeting sets out the method by which the number of ESLS Shares will be calculated.

The Board (with Mr Richards abstaining) considers the issue of Shares to the Chief Executive Officer and Managing Director appropriate in all the circumstances and recommends that Shareholders vote in favour of Resolution 6.

5. Resolution 7 – Increase in Maximum Aggregate Annual Remuneration Payable to Non-Executive Directors.

In accordance with ASX Listing Rule 10.17 and under rule 10.2 of the Company's constitution, Shareholders must approve the maximum aggregate annual remuneration payable to Non-Executive Directors of the Company. This maximum amount includes Board fees, Committee fees and employer superannuation contributions. It does not include fees paid to Directors when providing services to the Company other than in their capacity as Directors and does not apply to Executive Directors of the Company.

A maximum aggregate amount of annual remuneration for Non-Executive Directors of \$1,200,000 was approved by Shareholders at the Annual General Meeting held on 26 November 2015.

Currently, the Non-Executive Directors of the Company are Roger Corbett, Ron Best, Patrick Blake, Frank Condella, Nancy Dolan, Phil Hodges, Bruce Mathieson, Bruce Robinson and Ian Scholes. For the financial year ended 30 June 2018 Non-Executive Directors received total cash payments, including superannuation contributions, of \$1,106,450.

No securities have been issued to any Non-Executive Director under ASX Listing Rule 10.11 or 10.14 with shareholder approval in the last three years.

Independent remuneration consultant KPMG-3dc has reviewed the level of fees payable to Non-Executive Directors for competitiveness. The review considered the following:

- Company factors, including the increasing scale and complexity of the operations of Mayne Pharma as the Company grows and the resultant increase in the workload of Directors;
- the fees payable to Directors of the companies comprising the ASX100-200; and
- the need for Mayne Pharma Directors' fees to be market competitive to be able to attract and retain Directors with the appropriate international experience to help guide the Company.

The Directors consider it appropriate to propose an increase in the aggregate pool by \$600,000 to \$1,800,000 per annum for the following reasons:

- to ensure there is sufficient margin to remunerate the Non-Executive Directors of the Company that recently joined the Board and any future Directors that may join the Board;
- to enable the Company to maintain remuneration arrangements that are market-competitive, so it can attract and retain high calibre individuals as Non-Executive Directors; and
- to provide for Non-Executive Directors' fees to grow in the future to reflect market trends.

A full description of the Board's approach to remuneration of Non-Executive Directors is set out in the Remuneration Report of the Company's 2018 Annual Report.

The Board recommends that Shareholders vote in favour of Resolution 7.

GLOSSARY

In this booklet:

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on 29 November 2018 at 10.00am at RACV City Club, Level 2, 501 Bourke Street, Melbourne, Victoria, 3000.

Annual Report means the annual report of the Company in respect of the financial year ending 30 June 2018.

Board means the board of directors of the Company or, where the relevant powers or authorities delegated by the board to a sub-committee of the board, that sub-committee.

Chairman means the chairman of the Board.

Closely Related Party means any of the following:

- (a) a spouse, child or dependant of the member;
- (b) a child or dependant of the member's spouse;
- (c) anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- (d) a company the member controls; or
- (e) a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation)

Company means Mayne Pharma Group Limited ACN 115 832 963.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth) and includes any regulations made under that Act and any exemption or modification to that Act which applies to the Company.

Director means a director of the Company.

ESLS means the Company's Executive Share Loan Scheme.

Explanatory Information means the explanatory notes attaching to and forming part of the Notice of Meeting.

KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes its Directors and certain senior executives.

Notice of Meeting means this notice of meeting and Explanatory Information.

Resolution means a resolution referred to in this Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder or **Member** means a holder of at least one Share.



ABN 76 115 832 963

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
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MYX
MR SAM SAMPLE
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10.00am (Melbourne time) on Tuesday, 27 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Mayne Pharma Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mayne Pharma Group Limited to be held at the RACV City Club, Level 2, 501 Bourke Street, Melbourne, Victoria 3000 on Thursday, 29 November 2018 at 10.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 5, 6 & 7 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6 & 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 5, 6 & 7 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Mr Ian Scholes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Nancy Dolan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Frank Condella	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Patrick Blake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Chief Executive Officer and Managing Director under the Executive Share Loan Scheme (ESLS)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Increase in Maximum Aggregate Annual Remuneration Payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

MYX

999999A

Computershare +