



UPDATE ON SCHEME WITH COSETTE

21 May 2025, Adelaide, Australia: Mayne Pharma Group Limited (ASX: MYX) (**Mayne Pharma**) refers to its announcement on 21 February 2025 regarding its entry into a scheme implementation deed (**SID**) with Cosette Pharmaceuticals, Inc. (**Cosette**) dated 20 February under which Cosette has proposed to acquire all of the shares in Mayne Pharma (via Cosette Australia BidCo Pty Ltd (ACN 685 921 126), a wholly owned subsidiary of Cosette's ultimate holding company Cosette Pharmaceuticals Holdings, Inc.) by way of a scheme of arrangement between Mayne Pharma and its shareholders (**Scheme**). Mayne Pharma also refers to its subsequent announcements on 15 May 2025 in which it announced that the Court had convened the Scheme Meeting and approved the distribution of the Scheme Booklet to Mayne Pharma Shareholders.

On 17 May 2025 Mayne Pharma received correspondence from Cosette purportedly in accordance with the terms of the SID (**Cosette Notice**). The Cosette Notice asserted that a Mayne Material Adverse Change had occurred and that the obligations under clause 3.5(c) and 3.7(a)(ii) of the SID had been triggered, in particular the obligation on the parties to promptly consult with each other in good faith for 10 business days, which is a precondition to a party seeking to exercise rights to terminate the SID for a Material Adverse Change.

Mayne Pharma has, together with its advisors, considered the Cosette Notice and is of the view that no Mayne Material Adverse Change (as defined in the SID) has occurred. Accordingly, it responded to Cosette on 20 May 2025 rejecting the contentions in that notice. The Cosette Notice does not currently quantify the full financial impact of the cumulative matters that Cosette asserts constitute a Mayne Material Adverse Change (being Mayne Pharma's trading performance, including the circumstances associated with the Mayne Pharma 22 April 2025 earnings update, the previously disclosed litigation with TXMD, and certain correspondence with regulators including the FDA Untitled Letter disclosed by Mayne Pharma on 14 May 2025) and in Mayne Pharma's view does not otherwise establish the pre-requisites for a Mayne Material Adverse Change, as defined in the SID.

Mayne Pharma maintains its position that all information relevant to the financial position of Mayne Pharma has been disclosed to market in the earnings announcement released on 22 April and that there is no new information required to be disclosed in light of the contents of the Cosette Notice.

While the Cosette Notice asserts that a Mayne Material Adverse Change has occurred, it does not constitute a notice of termination of the SID. Cosette has indicated to Mayne Pharma that based on its view that a Mayne Material Adverse Change has occurred, the parties' consultation obligations under the SID are enlivened and that Cosette intends to comply with them. Cosette has also indicated that if the consultation process does not achieve a satisfactory outcome for Cosette, it intends to issue a notice to terminate the SID at the end of the consultation period. Mayne Pharma has communicated to Cosette its view that there is no obligation at this stage for the parties to consult under the SID, given that Mayne Pharma has rejected Cosette's contention that there has been any Mayne Material Adverse Change. However, Mayne Pharma remains open to engaging in dialogue with Cosette with a view to resolving the matters raised by Cosette.

As mentioned above, Mayne Pharma has formally responded to the Cosette Notice and has firmly rejected the matters asserted in it. Mayne Pharma has reminded Cosette of its obligations under the SID and has informed Cosette that the parties are obliged to proceed to progress the Scheme in accordance with the timetable for so long as the SID has not been terminated. As a consequence, Mayne Pharma will continue to provide Cosette with information under the terms of the SID as required, and will otherwise continue to take steps to implement the proposed transaction contemplated by the SID in accordance with the timetable. Mayne Pharma has reserved all of its rights in connection with any failure by Cosette to perform its obligations under the SID and intends to enforce its rights under the SID.

If shareholders have any questions in relation to the Scheme Booklet or the Scheme, they should contact the Mayne Pharma Shareholder Information Line on 1300 158 729 (within Australia) and +61 2 9066 4058 (outside Australia), Monday to Friday between 9.00am and 5.00pm (AEST) (excluding public holidays).

- ENDS -

Authorised for release to the ASX by the Board of Directors

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About Mayne Pharma

Mayne Pharma is an ASX-listed specialty pharmaceutical company focused on commercialising novel pharmaceuticals, offering patients better, safe and more accessible medicines. Mayne Pharma is a leader in dermatology and women's health in the United States and also provides contract development and manufacturing services to clients worldwide. Mayne Pharma has a 40-year track record of innovation and success in developing new oral drug delivery systems. These technologies have been successfully commercialised in numerous products that continue to be marketed around the world. To learn more about Mayne Pharma, please visit maynepharma.com.