

10 February 2015

Manager, Company Announcements
ASX Limited
Rialto Towers
Level 45, 525 Collins Street
MELBOURNE VIC 3000

Dear Sir/Madam,

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as notionally modified by ASIC Class Order 08/35

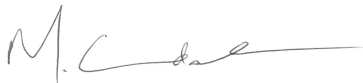
This notice is given by Mayne Pharma Group Limited ACN 115 832 963 (**Mayne Pharma**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) as notionally modified by the Australian Securities and Investments Commission Class Order 08/35 (CO 08/35).

Mayne Pharma announced on 10 February 2015 a fully underwritten accelerated non renounceable entitlement offer (**Entitlement Offer**) of one fully paid ordinary share in Mayne Pharma (**New Shares**) for 3.45 fully paid ordinary shares held in Mayne Pharma as at 7.00pm (AEST) on 13 February 2015 by shareholders with a registered address in Australia or New Zealand.

Mayne Pharma advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as notionally modified by CO 08/35;
- (c) as at the date of this notice, Mayne Pharma has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Mayne Pharma; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act as notionally modified by CO 08/35; and
- (e) the potential effect that the Entitlement Offer will have on the control of Mayne Pharma, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, because of the structure of the Entitlement Offer as a pro rata issue and the fact that no Mayne Pharma shareholder currently has or is expected to have after the Entitlement Offer voting power exceeding 20% in Mayne Pharma, the Entitlement Offer is not expected to have any material effect or consequence on the control of Mayne Pharma

Yours sincerely



Mark Cansdale
Group CFO & Company Secretary



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