

28 June 2016

The Manager  
Company Notices Section  
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)

This notice is given by Mayne Pharma Group Limited ACN 115 832 963 (ASX: MYX) (**Mayne Pharma**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 (**ASIC Instrument**).

Mayne Pharma announced on 28 June 2016 a fully underwritten accelerated non renounceable entitlement offer (**Entitlement Offer**) of one fully paid ordinary share in Mayne Pharma (**New Shares**) for every 1.725 fully paid ordinary shares held in Mayne Pharma as at 7.00pm (Melbourne time) on 30 June 2016 to eligible shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which Mayne Pharma has decided to make the Entitlement Offer.

Mayne Pharma advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act as notionally modified by the ASIC Instrument;
- (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 the ASIC Instrument; 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



Mayne Pharma Group Limited  
ABN 76 115 832 963  
[maynepharma.com](http://maynepharma.com)

T +61 3 8614 7777 F +61 3 9614 7022  
Level 1, 99 King Street, Melbourne, VIC 3000 Australia



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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 faithfully,  
Mayne Pharma Group Limited

A handwritten signature in black ink, appearing to read "M. Cansdale", with a long horizontal flourish extending to the right.

Mark Cansdale  
Group CFO and Company Secretary