



MAYNE PHARMA GROUP LIMITED

ACN 115 832 963

NOTICE OF ANNUAL GENERAL MEETING 2011

Notice is hereby given that an Annual General Meeting of the shareholders of Mayne Pharma Group Limited (**Mayne Pharma or the Company**) will be held at the InterContinental Melbourne, The Rialto, 495 Collins Street, Melbourne, Victoria on **Wednesday 23 November 2011 at 10:30am (AEDT)**.

The Company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company register at **7:00pm (AEDT) on Monday 21 November 2011**.

Please note that recent changes to the Corporations Act will apply to this meeting. These changes could affect whether your proxy is able to vote your shares, particularly in relation to Resolution 3.

Please read this Notice of Annual General Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form. A proxy form accompanies this Notice of Annual General Meeting.

BUSINESS OF THE MEETING

1. Financial Statements and Reports

To consider the Directors report, Financial Statements and the Independent Auditor's Report for the year ended 30 June 2011.

2. Resolution 1 - Re-election of Mr Bruce Mathieson as a director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"To re-elect Mr Bruce Mathieson, a director of the Company, who automatically retires in accordance with rule 3.6 of the Company's constitution and, being eligible, offers himself for re-election."

3. Resolution 2 – Re-election of Mr Ian Scholes as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"To re-elect Mr Ian Scholes, a director of the Company, who automatically retires in accordance with rule 3.6 of the Company's constitution and, being eligible, offers himself for re-election."

4. Resolution 3 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
"That the Remuneration Report for the financial year ended 30 June 2011 be adopted."

5. Other Business

To consider any other business brought forward in accordance with the Company's constitution or the law.

VOTING EXCLUSIONS ON RESOLUTION 3

Pursuant to the new section 250R (4) of the Corporations Act 2001, the Company is required to disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of either a member of key management personnel (KMP) of the Company, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of a prohibited person.

If you are KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors and certain senior executives.

A closely related party of a member of the KMP of the Company means any of the following:

- a spouse, child or dependant of the member;
- a child or dependant of the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation)

PROXIES AND SHAREHOLDER INFORMATION

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

A shareholder entitled to attend and vote at the meeting has the right to appoint a person (who needs not be a Shareholder of the Company) as the shareholder's proxy to attend and vote at the meeting.

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 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.

The proxy form must be signed by the shareholder or his or her attorney. Proxies given by corporations must be signed either under seal or under the hand of its duly authorised attorney.

Proxy forms and any authorities (or certified copies of those authorities) under which they are signed may be delivered in person, by mail or by fax to the Company's Share Registry (see details below) no later than 48 hours before the meeting, being **10.30am (AEDT) on Monday 21 November 2011**. Further details are contained on the Proxy Form.

Relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com

If the proxy form is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the Chairperson of the Meeting for full voting rights and the Chairperson will vote in favour of the item on a poll.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution of the Company 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 he or she thinks fit.

Amendments to the Corporations Act have been made recently and apply to proxy voting on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed.

The Board recommends that shareholders vote in favour of each item of business. Subject to any voting and proxy exclusions, the Chairman of the meeting intends to vote undirected proxies in favour of all items of business.

Direction to Chairman for Remuneration Report: If the Chairman of the meeting is appointed, or taken to be appointed as your proxy and if you have not marked the 'For', 'Against' or 'Abstain' boxes, you will have directed the Chairman of the Meeting to vote in favour of Resolution 3, even though this item is connected directly or indirectly with the remuneration of a member of the KMP. If you do not wish to give the Chairman of the Meeting such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked.

SHARE REGISTRY

Computershare Investor Services Pty Limited

Street address:	Yarra Falls	Postal address:	GPO Box 242
	452 Johnston Street		Melbourne, VIC 3001
	Abbotsford VIC 3067		
Facsimile:	(within Australia)	1800 783 447	
	(outside Australia)	+61 3 9473 2555	
Enquiries:	(within Australia)	1300 850 505	
	(outside Australia)	+61 3 9415 4000	

By order of the Board



Mark Cansdale
Company Secretary
13 September 2011

EXPLANATORY NOTES

The Explanatory Notes below provides additional information regarding the items of business proposed for the Annual General Meeting.

1. Introduction

The purpose of this Explanatory Note is to provide shareholders with information that the Board of Directors of the Company (**Board**) believes to be material to shareholders in deciding whether or not to approve the resolutions. At the Annual General Meeting, shareholders will be asked to consider resolutions approving:

1. Re-election of Mr Bruce Mathieson as a director of the Company;
2. Re-election of Mr Ian Scholes as a director of the Company; and
3. Adoption of the Remuneration Report.

The resolutions are ordinary resolutions requiring them to be passed by a simple majority of votes cast by shareholders entitled to vote on the resolutions. Further information regarding the resolutions is set out below.

2. 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 2011. No resolution will be required to be passed on this matter.

Shareholders, who have elected to not receive a hard copy of the Company's 2011 Annual Report, can view or download a copy from the Company website at www.maynepharma.com.

3. Resolution 1 – Re-election of Mr Bruce Mathieson as a director of the Company

Resolution 1 seeks approval for the re-election of Mr Bruce Mathieson as a director of the Company with effect from the end of the Annual General Meeting.

The Board appointed Mr Bruce Mathieson as a director of the Company on 16 February 2007.

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 Dr Roger Aston, the CEO of the Company) must retire from office and seek re-election.

Mr Bruce Mathieson is currently the CEO and a director of Australian Leisure and Hospitality Group Pty Limited, a joint venture between Woolworths Limited and the Mathieson Family. The ALH Group owns approximately 280 hotels and 450 retail outlets across Australia and employs more than 13,000 staff. Mr Mathieson has operated in the hotel, leisure and hospitality industry since 1974 and is a well-respected member of the Australian business community. He is trained as an engineer and brings management and transactional experience from across a number of industries to the Board.

The Board (excluding Mr Mathieson) recommends that shareholders vote in favour of resolution 1.

4. Resolution 2 – Re-election of Mr Ian Scholes as a director of the Company

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

The Board appointed Mr Ian Scholes as a director of the Company on 17 October 2007.

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 Dr Roger Aston, the CEO of the Company) must retire from office and seek re-election.

Mr Ian Scholes is has extensive financial and corporate advisory experience, both in Australia and internationally. Mr Scholes has held senior roles within Merrill Lynch Australia, most recently as Vice Chairman of Investment Banking. Previously Mr Scholes 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, and has previously held positions on the Board of St Vincent's Health and as Chairman of the St Vincent's Foundation.

The Board (excluding Mr Scholes) recommends that shareholders vote in favour of resolution 2.

5. Resolution 3 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the AGM are against adoption of the report, then:

- if comments are made on the report at the AGM, the Company's Remuneration Report for the financial year ending 30 June 2012 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2012 AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2012 AGM. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors.

The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of the KMP of the Company. The KMP includes all directors and executives directly accountable for the operational management and strategic direction of the Company;
- sets out remuneration details for the KMP;
- details and explains any performance conditions applicable to the remuneration of KMP of the Company; and
- provides an explanation of share based compensation payments for each member of the KMP of the Company.

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

Each of the Directors recommends the report to shareholders for adoption.

QUERIES

The Directors recommend that all shareholders consider very carefully all the information set out in this Explanatory Memorandum before deciding how to vote on the Resolutions.

If after reading the Notice of Meeting and the Explanatory Memorandum, you have any queries about the meeting, the Resolutions to be put to the meeting or the nature of the proposals being considered, please contact the Company Secretary at Mayne Pharma Group Limited on (03) 8614 7705.

Mayne Pharma Group Limited

ABN 76 115 832 963

Lodge your vote:



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
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 MYX
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 10:30am (AEDT) on Monday 21 November 2011

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 as they choose. 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

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 information tab, "Downloadable 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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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, as the proxy sees fit) at the Annual General Meeting of Mayne Pharma Group Limited to be held at the InterContinental Melbourne The Rialto, 495 Collins Street, Melbourne, Victoria on Wednesday 23 November 2011 at 10:30am (AEDT) and at any adjournment of that meeting.

Important for Item 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes in step 2 below on Item 3 you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meeting even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel of the Company. Please note you can direct the Chairman of the Meeting to vote for, against or abstain from voting on Item 3 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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Re-election of Mr Bruce Mathieson as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Mr Ian Scholes as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Subject to any voting or proxy exclusions, the Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 ____ / ____ / ____

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