



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

4 October 2012

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 4 October 2012 an underwritten accelerated non renounceable entitlement offer (**Entitlement Offer**) of one fully paid ordinary share in Mayne Pharma (**New Shares**) for one fully paid ordinary shares held in Mayne Pharma as at 7.00pm (AEST) on 10 October 2012 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

Mayne Pharma Group Limited

ABN | 76 115 832 963

a | Level 14, 474 Flinders St, Melbourne Victoria 3000, Australia

t | +61 3 8614 7777 f | +61 3 9614 7022 | www.maynepharma.com

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

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

Mark Cansdale
Company Secretary