Notice of Annual General Meeting

Date: Friday, 22 November 2019
Time: 10.00am
Place: Intercontinental Melbourne The Rialto
495 Collins Street
Melbourne, Victoria 3000







mayne pharma

NOTICE OF ANNUAL GENERAL MEETING

Mayne Pharma Group Limited ACN 115 832 963

The annual general meeting of Shareholders of Mayne Pharma Group Limited (Company or Mayne Pharma) will be held at the Intercontinental Melbourne, 495 Collins Street, Melbourne, Victoria, 3000 at 10.00am (Melbourne time) on Friday, 22 November 2019.

Business

1. **Financial statements and reports**

   To receive and consider the Directors' Report, Financial Statements and the Independent Auditor's Report for the year ended 30 June 2019.

   Note: There is no vote on this item.

2. **Re-election of Directors**

   This year there are two Directors standing for re-election – Mr Bruce Mathieson and Professor Bruce Robinson. Mr Ron Best will not be standing for re-election and will retire as a Director at the conclusion of the Annual General Meeting.

   Resolution 1 – Re-election of Mr Bruce Mathieson

   To consider and, if thought fit, to pass the following ordinary resolution:

   'That Mr Bruce Mathieson, who retires by rotation in accordance with the Company's constitution and, being eligible and having signified his candidature for office, be re-elected as a Director.'

   Resolution 2 – Re-election of Professor Bruce Robinson, AM

   To consider and, if thought fit, to pass the following ordinary resolution:

   'That Professor Bruce Robinson, who retires by rotation in accordance with the Company's constitution and, being eligible and having signified his candidature for office, be re-elected as a Director.'

3. **Remuneration report**

   Resolution 3 – Adoption of Remuneration Report

   To consider and, if thought fit, pass the following ordinary resolution:

   'That the Remuneration Report that forms part of the Directors' Report of the Company for the financial year ended 30 June 2019 be adopted.'

   Note: This is an advisory resolution and does not bind the Company nor the Directors.

   Voting exclusion for resolution 3

   The Company will disregard any votes cast on resolution 3:

   - by or on behalf of a member of the Company's KMP named in the Remuneration Report for the year ended 30 June 2019 or their closely related parties (regardless of the capacity in which the vote is cast); or
   - as a proxy by a person who, at the date of the meeting, is a member of the Company's KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though resolution 3 is connected with the remuneration of members of the KMP.

4. **Long term remuneration for Chief Executive Officer and Managing Director**

Resolution 4 – Issue of Shares under the Executive Share Loan Scheme (ESLS) and Performance Rights under the Employee Performance Rights and Option Plan (PROP) to the Chief Executive Officer and Managing Director

To consider and, if thought fit, pass the following ordinary resolution:

'That for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to the issue to the Chief Executive Officer and Managing Director, Mr Scott Richards, of Shares under the ESLS and Performance Rights under the PROP on the terms summarised in the Explanatory Information.'

Voting exclusion for resolution 4

The Company will disregard any votes cast on resolution 4:

- that are cast in favour of the item by or on behalf of Mr Scott Richards or any of his associates (regardless of the capacity in which the vote is cast); or
- that are cast as a proxy by a person who, at the date of the meeting, is a member of the Company's KMP or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 4:

- in accordance with a direction on the proxy form, or
- by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman sees fit, even though resolution 4 is connected with the remuneration of a member of the KMP.

By order of the Board

Dated 21 October 2019



Signed

Nick Freeman
Company Secretary

PROXIES AND SHAREHOLDER INFORMATION

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

Proxies

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

2. 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 to 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.

3. The proxy form must be signed by the Shareholder or their attorney. Proxies given by corporations must be signed by a Director and company secretary or two Directors or a sole Director/secretary or its duly authorised attorney.

4. If the proxy form is signed but is blank in all other material respects, it will be taken to mean that it is in favour of the Chairman of the meeting for full voting rights and the Chairman will vote in favour of the resolution on a poll (subject to the voting exclusions set out in this Notice).

5. A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution 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 they think fit.

6. If proxy holders vote, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed.

7. A proxy form accompanies this Notice of Meeting.

8. The proxy form accompanying this Notice contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.

9. Except where paragraph 10 immediately below applies, in relation to Resolution 3 and 4 a proxy must not vote if:

   (a) they are a KMP or a Closely Related Party of a KMP; and

   (b) their appointment as proxy does not specify the way they are to vote on the Resolution.

10. By appointing the Chairman of the meeting as your proxy in relation to Resolution 3 and 4, you expressly authorise the Chairman to vote in favour of that Resolution unless:

    (a) you direct the Chairman to vote against or to abstain from voting on that Resolution; or

    (b) you are a member of the KMP, or a Closely Related Party of a KMP.

11. Subject to any voting exclusions, the Chairman of the meeting intends to exercise all open proxies by voting in favour of Resolutions 1, 2, 3 and 4.

12. Proxies may be lodged with Company:

    (a) by mail, to Computershare Investor Services Pty Limited, using the enclosed reply envelope to:

    Postal address
    GPO Box 242
    Melbourne VIC 3001

(b) by facsimile:

- (within Australia) 1800 783 447
- (outside Australia) +61 3 9473 2555

(c) online at www.investorvote.com.au. To log in you will need your 6 digit Control Number as well as your Holder Identification Number or Security Reference Number which are shown on your proxy form.

(d) Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

13. Enquiries can be made at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.30pm (Melbourne time), Monday to Friday.

Entitlement to vote

14. The Company has determined that the persons entitled to attend and vote at the Annual General Meeting will be those persons set out in the register of Shareholders as at 7:00 pm (Melbourne time) on Wednesday, 20 November 2019.

Voting in person or by attorney

15. Shareholders or their attorneys wishing to vote in person should attend the Annual General Meeting. Persons are asked to arrive at least 30 minutes prior to the commencement of the Annual General Meeting so that their Shareholding may be checked against the relevant register and their attendance noted.

16. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting, unless it has already been provided to Computershare Investor Services Pty Limited.

Voting by corporate representative

17. Corporate Shareholders or corporate proxies voting by corporate representatives should:

(a) obtain an appointment of corporate representative from Computershare Investor Services Pty Limited;

(b) complete and sign the form in accordance with the instructions on it; and

(c) bring the completed and signed form with them to the relevant meeting.

EXPLANATORY INFORMATION

1. **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 2019.

Shareholders who have elected not to receive a hard copy of the Company's 2019 Annual Report can view or download a copy from the Company's website at www.maynepharma.com.

The Company's auditor will be present at the meeting and be available to answer questions as to the conduct of the audit and the auditor's report.

Shareholders should note that the sole purpose of tabling the Directors' Report, Financial Statements and Independent Auditor's Report of the Company at the Annual General Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from them. It is not the purpose of the meeting that the Directors' Report, Financial Statements and Independent Auditor's Report be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's Directors' Report, Financial Statements and Independent Auditor's Report will be put to Shareholders at the meeting.

2. **Resolutions 1 and 2 – Re-election of Directors**

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 the CEO and any Directors appointed since the last Annual General Meeting) must retire from office and are eligible for re-election.

Resolution 1 – Re-election of Mr Bruce Mathieson

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

Mr Bruce Mathieson was appointed to the Board on 16 February 2007.

Mr Mathieson is currently a Director and was the former Chief Executive Officer of ALH Group, a joint venture between Woolworths Limited (owning 75%) and the Mathieson Family (owning 25%). The ALH Group owns approximately 325 hotels and 520 retail outlets across Australia and employs more than 16,000 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. Mr Mathieson also has significant investments in a number of tech start-ups. He has previously served as a Director of the Carlton Football Club. He is trained as an engineer and brings management and transactional experience from a number of industries to the Board.

Resolution 2 – Re-election of Professor Bruce Robinson, AM

Resolution 2 seeks approval for the re-election of Professor Bruce Robinson as a Director with effect from the end of the Annual General Meeting.

Professor Bruce Robinson was appointed to the Board on 26 August 2014.

Professor Robinson, a practising Endocrinologist at Sydney's Royal North Shore Hospital, is Former Dean of University of Sydney's Sydney Medical School. Professor Robinson has been the head of the Cancer Genetics Unit at the Kolling Institute of Medical Research, Royal North Shore Hospital since 1989. Since 2001, Professor Robinson has been Chairman of Hoc Mai Foundation, a major program in medical and health education and exchange with Vietnam. He is a Non-Executive Director of Cochlear Limited, Lorica and QBiotics Group Limited. He is a Board Member of the Woolcock Institute, is Chair of National Health and Medical Research Council and Chair of the Medical Benefits Review Taskforce.

In addition to being a Director of the Board, Professor Robinson is Chairman of the Science, Technology and Medical Committee.

The Board (with the relevant Director in relation to their own re-election abstaining) recommends that Shareholders vote in favour of Resolutions 1 and 2.

3. **Resolution 3 – Adoption of Remuneration Report**

The Annual Report for the financial year ended 30 June 2019 contains a Remuneration Report, which forms part of the Director's Report and sets out the remuneration policy for the consolidated entity comprising the Company and its controlled entities and reports on the remuneration arrangements in place for its KMP.

Mayne Pharma's executive remuneration framework is focused on aligning shareholder and management interest by adopting a remuneration policy with a significant weighting to at-risk and long-term incentives (LTI). Executive pay design comprises market competitive fixed annual remuneration combined with the opportunity to build wealth together with shareholders through the long-term incentive plans.

Mayne Pharma has removed short-term incentives for senior executives and a stronger proportion of total remuneration is in the form of LTI with performance hurdles aligned to shareholder interests.

An equity-based LTI is important to ensure close alignment with shareholders and motivates executives to focus on corporate strategies that will deliver long-term growth of shareholder value. For the last five years, the LTI was in the form of a share loan scheme (effectively operates like a 5-year option) and executives only receive a benefit from the LTI program if the share price increases, with loan shares progressively vesting at continuously increasing performance hurdles.

As outlined in the 2019 Remuneration Report, the challenges faced by Mayne Pharma over the last few years are reflected in the financial results of the Company and in the remuneration outcomes for the senior executives. Since the introduction of the ESLS in FY15, less than 7% of loan shares have vested and only 84,999 loan shares have been exercised. The total cash benefit realised to all employees from the share loan scheme for the period FY15 to FY19 has been $80,749.

Based on a 60c share price, only 300,000 employee options or loan shares have vested and are in the money and therefore could be exercised, which demonstrates the strong alignment of the LTI program with shareholder interests.

The Remuneration Report also includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on Resolution 3 to adopt the Remuneration Report relates to the Company's remuneration policy and outcomes for the 2019 financial year.

During this item, there will be an opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report, and shareholders are asked to adopt the Remuneration Report.

The vote on the resolution in this item is advisory and will not bind the Directors of Mayne Pharma. The Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company.

The Board recommends that Shareholders vote in favour of Resolution 3.

4. **Long term remuneration for Chief Executive Officer and Managing Director**

The Board has reviewed the Company's remuneration framework for executives, including the structure of its LTI plans, after taking into consideration feedback from shareholders and stakeholders.

The Company's LTI plans include its ESLS and PROP. The PROP (in its original form, known as the Employee Share Option Plan (ESOP)) was adopted in 2012 with shareholder approval and provides the Board with the ability to issue participants with Options to acquire Shares. This year the Board has amended the PROP to extend its operation to also be able to issue Performance Rights to participants. An overview of the operation of the PROP and Performance Rights is set out further below.

The Board determined to extend the operation of the PROP to include Performance Rights in order to allow the Board to manage dilution concerns arising under the ESLS. Whilst theoretical dilution is 7%, the actual dilution to shareholders is 0.02% based on a share price of 60c as only 300,000 options/loan shares have vested and are in the money. Under the PROP, a participant will receive a significantly lower number of Shares if performance hurdles are met compared to the ESLS program as Performance Rights are a full face value instrument.

It is proposed that the Company's Chief Executive Officer and Managing Director, Mr Scott Richards, receive LTI equity interests in the Company with a total participation value of $2 million which is 200% of his fixed annual remuneration, consistent with the LTI participation rate and amount in the prior year.

The Board has recommended that Mr Richards' LTI interests for this financial year be allocated between the ESLS and PROP on a 40:60 basis. This would allow the Board to provide to Mr Scott Richards:

- ESLS participation value of $800,000. His loan to buy shares under the ESLS will be $2,416,000 (3.02 times the ESLS participation value of $800,000). The number of Shares to be acquired will be calculated based on the loan amount divided by the 5-day VWAP of Shares at the grant date; and
- PROP participation value of $1,200,000. The number of Performance Rights allocated is determined by dividing the PROP participation value by the 5-day VWAP of Shares at the grant date.

Resolution 4 - Issue of Shares under the ESLS and Performance Rights under the PROP to the Chief Executive Officer and Managing Director

Under ASX Listing Rule 10.14, shareholder approval is required in order for a Director to be issued securities under an employee incentive scheme. Accordingly, Shareholders are asked to approve the issue of Shares under the ESLS and Performance Rights under the PROP to the Chief Executive Officer and Managing Director, Mr Scott Richards.

Shares under the ESLS

The ESLS provides a non-recourse loan for the sole purpose of acquiring Shares. The ESLS allows the issue of Shares to participants based on a percentage of fixed remuneration funded by a non-recourse loan. The Shares vest over a period of up to five years, subject to the achievement of hurdles based on increases in shareholder wealth created over that period. Once vested, the Shares remain restricted until the participant repays the loan. Issues are made annually to participants.

The ESLS participants currently include the CEO, Group CFO, other KMP and select senior executives. All ESLS participants no longer receive short-term incentives and all the incentive component of their remuneration is now linked to the long-term success of the Company. It is not intended that Non-Executive Directors will participate in the ESLS.

The Board believes that an equity-based long-term incentive is important to ensure an appropriate part of the executive's reward is linked to generating long-term returns for Shareholders.

Since the 2018 Annual General Meeting, Mr Scott Richards has received 6,229,373 Shares under the ESLS at an issue price of $0.9696. Mr Scott Richards has received 21,457,254 Shares under the ESLS over the last five years as outlined in the table below. At a share price of 60c, Mr Scott Richards has no shares under the ESLS that are in the money.

Grant	Number	Grant price	Expiry
FY15	3,823,529	$0.6815	4 Jan 2020
FY16	2,553,496	$1.2300	31 Aug 2020
FY17	2,242,005	$1.5760	31 Jul 2021
FY18	6,608,851	$0.6169	31 Jul 2022
FY19	6,229,373	$0.9696	1 Oct 2023

An overview of the ESLS offer to the Chief Executive Officer and Managing Director is set out below. Further details of Mr Richards' remuneration package and the operation of the ESLS are set out in the Remuneration Report of the 2019 Annual Report.

Date of allocation	If Shareholder approval is obtained it is expected that the loan will be made and Shares will be allocated no later than 30 days after the 2019 AGM.
Key terms of loan	The ESLS provides for a limited-recourse, interest free, five-year loan from the Company for the sole purpose of acquiring Shares. Any dividends paid on the ESLS Shares while the ESLS Shares are restricted are applied (on a notional after-tax basis) towards repaying the loan. The balance of the dividend is paid directly to the participant to fund his or her tax liability on the dividends received. Following the end of the applicable Performance Period, if the vesting conditions are met the ESLS Shares will vest and the participant will then have until the end of the five-year term to repay the loan. As this is a limited-recourse loan, if the value of the ESLS Shares is less than the outstanding loan balance at the end of the loan period, the ESLS Shares will be surrendered and forfeited in full settlement of the loan balance. The amount of Mr Richards' loan will be set by the application of a multiplication factor to the dollar amount of his ESLS participation (see the Number and price of Shares section below). The multiplication factor has been set at 3.02 times and is set with reference to the size of the loan required for the desired value creation opportunity under the ESLS.
Number and price of Shares	The value of Mr Richards' annual ESLS participation is determined by reference to a percentage of his fixed remuneration which is 80% (being 40% of total LTI participation rate of 200%). The dollar amount of his ESLS participation is $800,000 and his loan to buy shares will be $2,416,000 (3.02 times the ESLS participation of $800,000). The number of ESLS Shares allocated is determined by dividing the loan amount by the 5-day VWAP at grant date.
Performance Conditions	Shares will vest where an absolute total shareholder return (TSR) growth condition is met over the applicable period (up to five years) One half of the Shares will vest for compound annual absolute TSR growth of 5% per annum. All of the Shares will vest for compound annual absolute TSR growth of 10% per annum. Vesting will occur on a straight-line basis for performance between these two points. The Board chose the absolute TSR growth targets to align executive reward with what the Board considers to be acceptable levels of return to Shareholders (ie between 5% and 10% compound annual growth). The Board considered the use of a relative performance condition but does not consider that there are a sufficient number of appropriate comparator pharmaceutical companies (ie of similar size) listed in Australia.

Performance Period	If the performance conditions are met, the Shares will vest progressively at continuously increasing hurdles. Vesting can occur over a period of up to five years from grant with 20% eligible for vesting after the first test date, 30% eligible after the second test date and the balance eligible for vesting after the third test date, subject to the achievement of the TSR target. This progressive vesting schedule provides a rolling benefit over the three-year period in the absence of a short-term incentive. Vesting can occur six monthly in years 4 and 5 from the date of the grant, but the TSR vesting condition continues to compound in years 4 and 5. The test dates for Mr Richards' shares issued under the ESLS since 1 December 2018 have been set as 1 September each year.
Trading restrictions	The ESLS Shares are restricted until the vesting conditions are met and while the loan remains outstanding.
Cessation of employment	Treatment of unvested ESLS Shares depend on a range of factors, such as the reason for Mr Richards' departure, and his tenure. For example, if Mr Richards ceases employment by retirement, redundancy or other 'Good Leaver' category determined by the Board, Mr Richards will retain the ESLS Shares, subject to the original terms and conditions of the award, including testing and expiration dates.

Performance Rights under the PROP

The PROP allows the Board to grant Options and/or Performance Rights to be issued to participants. Broadly, Options and Performance Rights will give participants an interest in the value of underlying Shares, subject to the satisfaction of key vesting conditions. Performance Rights are eligible for vesting over a period of up to five years, subject to the achievement of the specified vesting condition hurdles. As with the ESLS, the incentives received by participants under the PROP are linked to the long-term success of the Company.

As noted above in respect of the ESLS, the Board believes that equity-based long-term incentives are important to ensure an appropriate part of the executive's reward is linked to generating long-term returns for Shareholders.

The Board intends to issue Mr Scott Richards with Performance Rights under the PROP, as outlined below. Mr Scott Richards has not previously received Performance Rights under the PROP.

The PROP participants currently include two senior executives with outstanding options due to expire in November 2019 and February 2020. Going forward, participation in the PROP is open to eligible employees as determined by the Board. It is not intended that Non-Executive Directors will participate in the PROP.

Date of allocation	If Shareholder approval is obtained it is expected that Performance Rights will be allocated no later than 30 days after the 2019 AGM.
Key terms of PROP	The PROP provides for the issue of Options and Performance Rights to participants. It is proposed that Mr Richards will be issued with Performance Rights under the PROP. It is not proposed that Mr Richards will be issued with any Options under the PROP at this time. If the vesting criteria are met while Mr Richards is still employed by Mayne Pharma: 1. While Mr Richards resides in the US, the Performance Rights will be automatically exercised at the date they vest; and 2. The Company's intention is to settle the Performance Rights by providing Mr Richards with one fully paid ordinary share for each vested Performance Right, with Mr Richards expected to sell a portion of these shares to meet his tax obligations. Alternatively, the Company may "net settle" with Mr Richards, so that the Company pays the relevant tax directly to the tax authorities and provides Mr Richards with the after-tax number of Shares. Participants will not have any voting rights or rights to dividends paid on Shares while the participant holds an Option or Performance Right. The amount of Mr Richards' participation in the PROP will be set by reference to the dollar amount of his PROP participation (see the 'Number and price of Performance Rights' section below).
Number and price of	The value of Mr Richards' annual PROP participation is determined by reference to a percentage of his fixed remuneration which is 120% (being 60% of total LTI participation rate of 200%). The dollar amount of his PROP participation is $1,200,000.

Performance Rights	The number of Performance Rights allocated is determined by dividing the PROP participation amount by the 5-day VWAP at the grant date of the Performance Rights.
Performance Conditions	Performance Rights issued to Mr Richards will vest in a similar way to the Shares issued to Mr Richards under the ESLS. That is, the Performance Rights will vest where an absolute TSR growth condition is met over the applicable period (up to five years) One half of the Performance Rights will vest for compound annual absolute TSR growth of 5% per annum. All of the Performance Rights will vest for compound annual absolute TSR growth of 10% per annum. Vesting will occur on a straight-line basis for performance between these two points. The Board chose the absolute TSR growth targets to align executive reward with what the Board considers to be acceptable levels of return to Shareholders (ie between 5% and 10% compound annual growth). The Board considered the use of a relative performance condition but does not consider that there are a sufficient number of appropriate comparator pharmaceutical companies (ie of similar size) listed in Australia.
Performance Period	If the performance conditions are met, the Performance Rights will vest progressively at continuously increasing hurdles. Vesting can occur over a period of up to five years from grant with 20% eligible for vesting after the first test date, 30% eligible after the second test date and the balance eligible for vesting after the third test date, subject to the achievement of the TSR target. This progressive vesting schedule provides a rolling benefit over the three-year period in the absence of a short-term incentive. Vesting can occur six monthly in years 4 and 5 from the date of the grant, but the TSR vesting condition continues to compound in years 4 and 5. The test dates for the Performance Rights issued under the PROP will be set as 1 September each year.
Trading restrictions	The Performance Rights are not able to be sold or transferred by Mr Richards. The Performance Rights do not give Mr Richards any rights to a Share unless and until the vesting conditions for the Performance Rights are met.
Cessation of employment	Treatment of unvested Performance Rights depend on a range of factors, such as the reason for Mr Richards' departure, and his tenure. For example, if Mr Richards ceases employment by retirement, redundancy or other 'Good Leaver' category determined by the Board, Mr Richards will retain unvested Performance Rights subject to the original terms and conditions of the award, including testing and expiration dates. To the extent permitted by law, the Board may elect to settle any Performance Rights vesting by way of a cash payment (rather than Shares).

Mayne Pharma has obtained a waiver from compliance with the requirements of Listing Rule 10.15.2 which allows Mayne Pharma not to include in this Notice of Meeting the maximum number of ESLS Shares and Performance Rights that will be notionally granted to Mr Richards on the basis that the Notice of Meeting sets out the method by which the number of ESLS Shares and Performance Rights will be calculated.

The Board (with Mr Richards abstaining) considers the issue of Shares under the ESLS and Performance Rights under the PROP to the Chief Executive Officer and Managing Director appropriate in all the circumstances and recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

In this booklet:

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on 22 November 2019 at 10.00am at Intercontinental Melbourne, 495 Collins Street, Melbourne, Victoria, 3000.

Annual Report means the annual report of the Company in respect of the financial year ending 30 June 2019.

Board means the board of Directors of the Company or, where the relevant powers or authorities delegated by the board to a sub-committee of the board, that sub-committee.

Chairman means the chairman of the Board.

Closely Related Party means any of the following:

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

Company means Mayne Pharma Group Limited ACN 115 832 963.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth) and includes any regulations made under that Act and any exemption or modification to that Act which applies to the Company.

Director means a director of the Company.

ESLS means the Company's Executive Share Loan Scheme.

Explanatory Information means the explanatory notes attaching to and forming part of the Notice of Meeting.

KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly and includes its Directors and certain senior executives.

Notice of Meeting means this notice of meeting and Explanatory Information.

Resolution means a resolution referred to in this Notice of Meeting.

Share means a fully paid ordinary share in the Company.

Shareholder or **Member** means a holder of at least one Share.

mayne pharma

ABN 76 115 832 963

Need assistance?

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

Online:
www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEDT) on Wednesday, 20 November 2019.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 FOR POSTAL FORMS

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

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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 N D

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, and to the extent permitted by law, 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, VIC 3000 on Friday, 22 November 2019 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 4 by marking the appropriate box in step 2.

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.

		For	Against	Abstain
Resolution 1	Re-election of Mr Bruce Mathieson	☐	☐	☐
Resolution 2	Re-election of Professor Bruce Robinson, AM	☐	☐	☐
Resolution 3	Adoption of Remuneration Report	☐	☐	☐
Resolution 4	Issue of Shares and Performance Rights to Chief Executive Officer and Managing Director under the Long Term Incentive Plans	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically