Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP25/093

Thursday, 6 November 2025

Mayne Pharma Group Limited – Panel Receives Application

The Panel has received an application from Mayne Pharma Group Limited (**Mayne**) in relation to its affairs.

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

Mayne is an ASX-listed pharmaceuticals company (ASX: MYX). Its business is predominantly US-based. However, it also has a presence in Australia, including a manufacturing site in Salisbury, South Australia (the **Salisbury Site**), which employs in excess of 200 people.

Cosette Pharmaceuticals, Inc (**Cosette**) is the main operating entity of the Cosette group, a US-based pharmaceuticals group.[1]

On 20 February 2025, Mayne entered into a scheme implementation deed (**SID**) with Cosette in relation to the acquisition of all of the shares in Mayne for $7.40 cash per share by way of scheme of arrangement (**Scheme**), subject to certain conditions precedent, including that no "Mayne Material Adverse Change" (**MAC**) occurs and that Cosette obtain the Treasurer's approval under the Foreign Acquisitions and Takeovers Act (**FIRB Approval**). The SID is subject to an "End Date" of 20 November 2025, unless extended by agreement between the parties.

On 25 February 2025, Cosette lodged an application with FIRB seeking FIRB Approval.

[1] Cosette and Cosette Australia BidCo Pty Ltd are each wholly owned subsidiaries of Cosette Pharmaceuticals Holdings, Inc, which is jointly owned and controlled by Avista Capital Holdings LP and Hamilton Lane Advisors LLC

On 15 May 2025, Mayne released a scheme booklet in relation to the Scheme (**Scheme Booklet**). The Scheme Booklet included information provided by Cosette, including the following statements in respect of Cosette's alleged intentions (subject to qualifications[2]):

- Section 8.3(b): "*If the Scheme is implemented, the Cosette Group's current intention is to continue the business and operations of Mayne Pharma largely in the same manner as it is currently operated and to investigate opportunities to integrate and grow Mayne Pharma's business (which may include further investment flowing to Mayne Pharma).*"

- Section 8.3(d): "*Following implementation of the Scheme, the Cosette Group will review Mayne Pharma's business operations and organisational structure to ensure that the combined Mayne Pharma Group and Cosette Group has the appropriate mix and level of employees and skills to enhance the business going forward and enable it to pursue growth opportunities.*

  The Cosette Group's current intention is to retain Mayne Pharma's existing employees to the extent that it is commercially appropriate to do so."

On 17 May 2025, Cosette served a notice on Mayne seeking to assert that a MAC had occurred. Cosette subsequently issued four termination notices upon Mayne, including alleging that the MAC had been triggered, that Mayne had breached its continuous disclosure obligations and that Mayne had misled Cosette into entering into the SID (**Termination Notices**). Mayne brought proceedings in respect of the Termination Notices in the NSW Supreme Court.

On 18 June 2025, Mayne shareholders voted in favour of the Scheme at the scheme meeting.

On 15 October 2025, the Court determined that the Termination Notices were invalid and the SID remains valid and on foot.

On 31 October 2025, Mayne announced an update on the status of FIRB Approval, including as follows:

> "*Mayne Pharma has been provided by Cosette with a letter received from the Treasurer indicating that his "preliminary view is that the Proposed Acquisition would be contrary to the national interest, on the grounds that it would negatively impact the Australian economy and community". The letter states that the Treasurer is*

[2] The Scheme Booklet stated (at Section 8.3(a)): "*The statements in this Section 8 (Information on Cosette and Cosette Group) regarding the Cosette Group's intentions are based on information concerning the Mayne Pharma Group and the general business environment which are known to the Cosette Group at the time of the preparation of this Scheme Booklet. After implementation of the Scheme, the Cosette Group may conduct a review of Mayne Pharma and its operations, assets, liabilities, structure and employees, following which it may, as required, review its intentions as set out in this Section. Final decisions regarding these matters will be made in light of all material information, facts and circumstances at the relevant time if the Scheme is implemented.*"

considering whether he should make orders prohibiting the acquisition contemplated by the Scheme.

The letter specifically refers to the fact that on 24 June 2025 … the "Treasury was advised that Cosette had re-evaluated its intentions concerning Mayne Pharma's business in Australia and determined that if Cosette were to acquire Mayne Pharma, its current intention is to seek to dispose of, or close, the manufacturing site in Adelaide" and goes on to detail the Treasurer's view as to the importance of that site to Australia's pharmaceutical manufacturing and research and development capabilities. The letter does not point to any other basis for the Treasurer's preliminary view…

…

Mayne Pharma has sought Cosette's consent to engage directly with FIRB in relation to communications made by Cosette to FIRB after Cosette purported to invalidly terminate the Scheme, such consent has not been provided. Mayne Pharma has not been permitted to, and has not had, any direct communications with FIRB, the Treasurer or any other governmental agency in respect of the FIRB approval or the Salisbury site."

On 4 November 2025, Mayne announced a further update, including as follows:

- The Court hearing to approve the Scheme (**Second Court Hearing**) has been rescheduled to take place at 8.30am (AEDT) on Tuesday, 18 November 2025.

- "*Following Mayne Pharma's announcement on 31 October 2025, FIRB extended the statutory deadline to 7 November 2025. FIRB also requested that Cosette confirm its agreement to a further voluntary extension to 14 November 2025 and indicated that the statutory deadline may be unilaterally extended by FIRB to 14 November 2025 if necessary. The Second Court Hearing is still in advance of the End Date under the Scheme Implementation Deed, being 20 November 2025.*"

- If FIRB Approval is received prior to 14 November 2025, Mayne may ask the Court to bring forward the date for the Second Court Hearing promptly following FIRB Approval.

Mayne submits (among other things) that "*Cosette is leveraging knowledge of the likely discomfort FIRB has with the notion of job losses and loss of manufacturing capability in Australia, to seek to cause the FIRB Approval condition to fail, having exhausted other avenues to avoid completing the transaction.*"

Mayne further submits that the circumstances are contrary to section 602 of the Corporations Act and the 'truth in takeovers' principle.

Mayne seeks interim orders to the following effect:

- Cosette confirm to the Panel that it will meet with FIRB (together with Mayne)
- Cosette seek feedback from the Treasurer as to what undertaking from Cosette or condition in relation to the Salisbury Site would be required to approve the Scheme
- Cosette agree with FIRB to extend its statutory deadline to a date that allows FIRB time to make its decision and
- if required to allow the Panel or FIRB time to make its decision, that the End Date under the SID be extended.

Mayne seeks final orders as follows:

- Cosette agrees to any conditions reasonably required by the Treasurer in connection with the Salisbury Site that are not inconsistent with Cosette's prior intentions disclosure in the Scheme Booklet
- Cosette agree with FIRB to extend the statutory deadline for FIRB's determination to 1 December 2025 (or such other date reasonably required by FIRB) and
- The End Date under the SID be extended to 19 December 2025 or such other date the Panel considers necessary to enable the matters before it to be determined, to give the transaction the best prospects of proceeding and for an orderly market to be maintained.

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