27 August 2026

Manager, Company Announcements
ASX Limited
Level 27
39 Martin Place
SYDNEY NSW 2000

**Via E-Lodgement**

Dear Sir/Madam

# Mayne Pharma Group Limited
# Full Year Results – financial year ended 30 June 2026

Please find attached the following documents relating to the results for the year ended 30 June 2026:

- Appendix 4E
- Annual Report

This announcement comprises the information required by ASX Listing Rule 4.3A.

Yours faithfully,
Mayne Pharma Group Limited



Laura Loftus
Company Secretary

Please click here to visit view the announcement Investor Hub.

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# RESULTS FOR ANNOUNCEMENT TO THE MARKET
# APPENDIX 4E – PRELIMINARY FINAL REPORT

| | % CHANGE | 30 JUNE 2026 $'000 | 30 JUNE 2025 $'000 |
|---|---|---|---|
| Revenue from ordinary activities | (6) | 383,676 | 408,095 |
| Profit / (loss) from continuing operations before income tax expense | | 35,759 | (83,296) |
| Profit / (loss) from continuing operations after income tax expense | | 31,198 | (90,071) |
| Profit / (loss) from discontinued operations after income tax expense | | (6,725) | (3,765) |
| Profit / (loss) after income tax | | 24,473 | (93,836) |
| Attributable to: | | | |
| Equity holders of the parent | | 24,473 | (93,836) |
| Non-controlling interests | | | - |
| | | **24,473** | **(93,836)** |
| Other comprehensive profit/(loss) after income tax expense | | (8,396) | 5,800 |
| Total comprehensive profit/(loss) for the period | | **16,077** | **(88,036)** |
| Attributable to: | | | |
| Equity holders of the parent | | 16,077 | (88,036) |
| Non-controlling interests | | | - |
| | | **16,077** | **(88,036)** |

| | 2026 $ | 2025 $ |
|---|---|---|
| Net tangible assets per ordinary share [1] | ($0.90) | ($2.22) |
| Basic earnings per share | $0.31 | (1.19) |
| Diluted earnings per share | $0.21 | (1.19) |
| Final dividend in respect of the financial year ended 30 June per share | Nil | Nil |

Refer to the Review of Operations and Likely Developments and the accompanying ASX announcement dated 27 August 2026 for a brief commentary on the results.

1. Includes right-of-use lease assets.

mayne pharma



# Annual Report 2026

Improving patient access to **life-enhancing** medications

# What's **inside**


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*At Mayne Pharma we are focused on keeping our promises to patients, for better medicines and a better tomorrow.*

*We believe that everyone deserves medicines that are better, safe and more accessible. That's why our people are determined to create innovative products and services for our changing world.*

**Learn more at maynepharma.com**

# What **we do**



*Mayne Pharma is an ASX-listed specialty pharmaceutical company focused on commercialising novel pharmaceuticals, offering patients better, safe and more accessible medicines.*

*Mayne Pharma has a 40-year track record of innovation and success in developing new oral drug delivery systems. These technologies have been successfully commercialised in numerous products that continue to be marketed around the world.*

# FY26 business **highlights**

***Mayne Pharma at a glance***

**$383.7m**
*down 6% on FY25*

**83%**
*of group revenue from established brands, 17% generics*

**$248.2m**
*gross profit, flat versus FY25*

**64.7%**
*FY26 gross margin, up from 60.6% in FY25*

**$107.1m**
*in direct contribution from business segments, down 2% versus FY25*

**$34.2m**
*in underlying EBITDA down 27% on FY25*

**$31.2m**
*reported net profit after tax, versus a $90.1m net loss in FY25*

**$34.5m**
*in adjusted operating cash flow from continuing operations down $10.9 million on FY25*

**$14.4m**
*legal costs and interest recouped from Cosette Pharmaceuticals*

**$80.0m**
*cash and marketable securities at 30 June 2026*

**>450**
*employees globally*

**5,042**
*unique prescribers joining DistributeRx platform since March 2026 launch*

*For further information visit the Group's website at maynepharma.com*



*The 2026 financial year was a challenging year in which the Cosette transaction process and subsequent legal matters placed considerable demands on management focus and organisational bandwidth, including general disruption to our business. Against that backdrop, along with a planned leadership transition, our team delivered disciplined commercial execution, continued margin expansion and a landmark strategic initiative in the launch of DistributeRx.*

# Letter from the **Chair & CEO**

***Dear Fellow Shareholders,***

***The 2026 financial year (FY26) was a challenging year in which the Cosette transaction process and subsequent legal matters placed considerable demands on management focus and organisational bandwidth, including general disruption to our business.***

***Against that backdrop, along with a planned leadership transition, our team delivered disciplined commercial execution, continued margin expansion and a landmark strategic initiative in the launch of DistributeRx.***

With three consecutive years of gross margin expansion and a strengthening cash position, Mayne Pharma enters FY27 with greater commercial momentum and a clearer pathway to sustained profitability.

## *Financial Performance FY26*

Mayne Pharma generated $383.7 million in group revenue for FY26, with gross profit of $248.2 million and gross margin of 65%. Full year underlying EBITDA was $34.2 million, after absorbing increased investment in Women's Health sales and marketing in 2H FY26 and higher post-market approval study costs in the Women's Health portfolio. Several other structural drivers to the decline in EBITDA relative to FY25 were unfavourable foreign exchange movements, payments of short term incentives in FY26 compared to none being paid in FY25 and a managed care provider benefit being recognised in FY25. Across FY26, Mayne Pharma experienced general disruption and constraints in its business and operations as a result of the events around the Cosette transaction.

Total direct segment contribution was $107.1 million in FY26, down 2% on the prior corresponding period (pcp), underpinned by strong Dermatology contribution growth of 11%. Operating expenses continued to reflect investment in promotional activities for Women's Health, post approval studies for ANNOVERA® and IMVEXXY®, and the Cosette-related transaction and litigation costs, which are non-recurring in nature. Cash and marketable securities stood at $80.0 million at 30 June 2026.

***With three consecutive years of gross margin expansion and a strengthening cash position, Mayne Pharma enters FY27 with greater commercial momentum and a clearer pathway to sustained profitability.***

***The key highlights of FY26 were:***

- **Underlying EBITDA:**
  Underlying EBITDA was $34.2 million, primarily reflecting Cosette-related disruption and increased Women's Health investment consistent with a strong outlook for the product portfolio.

- **Continued gross margin expansion:**
  Group gross margin expanded to 64.7% in FY26, building on the 60.6% reported in FY25, reflecting a richer product mix, channel discipline and the growing contribution of branded products, which now represent 83% of net sales (up from 79% in FY25).

- **DistributeRx launch:**
  In March 2026, Mayne Pharma launched DistributeRx — a transformational US direct-to-patient prescription distribution platform. Prescription demand exceeded our expectations in its first month of operation, validating our disintermediation strategy built over several years.

- **Women's Health portfolio momentum:**
  NEXTSTELLIS® demand cycles grew 15% in FY26, with strong double-digit growth across BIJUVA® (up 26% on the pcp) and continued growth in IMVEXXY® (up 6% on the pcp). The FDA's removal of the Black Box warning for hormone replacement therapies represents a material positive macro tailwind for our menopause franchise.

- **Dermatology direct contribution surge:**
  Dermatology direct contribution grew 11% in FY26 reflecting a shift in the dermatology product mix driving margin and contribution growth. Branded products increased as a share of the portfolio from 54% in FY25 to 58% in FY26, including from RHOFADE® and the successful launch of TWYNEO® and EPSOLAY®.

- **International transition:**
  International segment revenue declined in FY26, driven by a transition from lower margin to higher margin products in the portfolio which has had a short term impact on performance, and additional investment into sales and marketing initiatives for NEXTSTELLIS® in Australia. NEXTSTELLIS® PBS listing (effective 1 October 2025) and expansion of KADIAN® supply in Canada were key positive contributors to the International result. The inauguration of the Salisbury facility in December 2025, following an $18 million capital investment, delivers a modernised manufacturing platform for sustainable export growth.

- **Cash position:**
  Adjusted operating cash flows from continuing operations were down 24% in FY26, with cash and marketable securities of $80.0 million at 30 June 2026, providing balance sheet flexibility to reinvest into growth initiatives for the Company.

- **Leadership renewal:**
  Professor Bruce Robinson was appointed Chair in January 2026, bringing deep clinical, scientific and governance expertise to the role. Aaron Gray was appointed Chief Executive Officer in February 2026, having served as CFO and playing a central role in delivering Mayne Pharma's financial turnaround over the past two years.

## *Operational Achievements*

### Women's Health

Our Women's Health segment continued to build commercial momentum throughout FY26. NEXTSTELLIS®, which is the only oral contraceptive in the US containing estetrol, with Orange Book patent protection to 2043, delivered demand cycle growth of 15% in FY26, with US net sales of US$45.2 million (up 6% on the pcp). BIJUVA® delivered particularly strong performance, with total prescription (TRx) growth of 26% in FY26, reflecting removal of the FDA black box warning, targeted prescriber engagement and the effectiveness of our refreshed marketing materials launched across the portfolio in FY26. IMVEXXY® TRx grew 6% in FY26, also benefiting from the momentum in menopause and ANNOVERA® delivered steady volumes with expanded prescriber reach.

The macro environment for our menopause franchise is improving materially. The FDA's removal of the Black Box warning from hormone replacement therapies is a significant positive development for Women's Health broadly and one from which Mayne Pharma is uniquely positioned to benefit given the quality and IP strength of our menopause portfolio. This warning was removed from BIJUVA® in February 2026. Gross margin for the Women's Health segment was 79% in FY26, underpinning the premium nature of this franchise.

### Dermatology

In Dermatology, FY26 was a pivotal year for both portfolio enrichment and the continued evolution of our disintermediation strategy. We launched TWYNEO® (tretinoin and ivermectin cream for acne) and EPSOLAY® (benzoyl peroxide cream for rosacea) in the US during 1H FY26, adding two differentiated, FDA-approved branded products to a franchise that has been strategically reshaped over the past two years. Dermatology gross margin reached 64% in FY26, up 10 percentage points on the pcp, reflecting the positive mix impact of new brand launches and the structural improvement in gross-to-net profiles achieved through channel optimisation.

Direct contribution from Dermatology grew 15% in FY26, which demonstrates that the channel strategy is delivering tangible financial returns. Adelaide Apothecary, our specialist mail-order pharmacy, grew direct-to-patient revenues significantly in FY26. The channel ecosystem encompassing over 400 specialty pharmacies, Adelaide Apothecary and GoodRx-enabled prescribing access is now a genuine strategic asset and the foundation for the next phase of our disintermediation ambitions through DistributeRx.

### DistributeRx — A New Growth Platform

The launch of DistributeRx in March 2026 marks a defining strategic milestone for Mayne Pharma. DistributeRx is a US-focused healthcare solutions business that creates a direct-to-patient prescription distribution channel, simplifying the pathway from prescription to patient through digital workflows, transparent cash-pay pricing and fulfilment via Adelaide Apothecary. By reducing reliance on traditional intermediaries, pharmacy benefit managers, wholesalers and large retail chains, DistributeRx improves patient affordability and access while substantially improving product economics for Mayne Pharma. The platform also provides manufacturer services including co-pay program optimisation, enhanced fulfilment solutions and direct-to-pharmacy contracting, opening a B2B revenue stream for third-party pharmaceutical clients.

Early commercial results have exceeded expectations. Prescription demand through DistributeRx was ahead of internal forecasts in its first month of operation, with volumes continuing to build as new prescribers onboard. Daniel Moore, formerly General Manager of Mayne Pharma's Dermatology business, has transitioned to President of DistributeRx, bringing over 20 years of healthcare commercial experience to the role. DistributeRx is positioned as a scalable ecosystem that can extend into adjacent therapeutic areas beyond Women's Health and Dermatology. The platform taps into the rapidly expanding US digital pharmacy and direct-to-patient market, which represents a structural shift in how Americans access prescription medicines and builds on the infrastructure Mayne Pharma has developed over several years. Our objective is for DistributeRx to be a meaningful value driver for shareholders over the medium term.

During FY26 we also moved to scale the platform's infrastructure and reach. In May 2026, Mayne Pharma announced that Adelaide Apothecary will relocate and expand its US fulfilment operations into a new, automated facility in Lexington, Kentucky. This new facility is approximately four times Adelaide Apothecary's current footprint and will increase annual capacity over two phases to more than 2.5 million prescriptions (an approximate seven-fold increase) to support the next phase of DistributeRx growth. Operations are expected to commence in early 2027. In June 2026, DistributeRx secured its first third-party manufacturer partnership, an exclusive US distribution agreement with Resilia Pharmaceuticals for RECEDO® topical silicone gel for scar management; the first product onboarded from outside Mayne Pharma's own portfolio and early validation of the platform's manufacturer-services model.



*The launch of DistributeRx in March 2026 marks a defining strategic milestone for Mayne Pharma. DistributeRx is a US-focused healthcare solutions business that creates a direct-to-patient prescription distribution channel, simplifying the pathway from prescription to patient through digital workflows, transparent cash-pay pricing and fulfilment via Adelaide Apothecary.*

**International**

The $18 million Salisbury facility upgrade was formally inaugurated in December 2025, with the modernised plant receiving recognition across national and state export and business awards. The completion of this investment delivers enhanced manufacturing capability, capacity for new product launches and a step change in operational reliability — with on-time, in-full delivery rates reaching 97.4% as at 30 June 2026.

NEXTSTELLIS® achieved a landmark milestone in Australia, with PBS listing effective 1 October 2025, broadening patient access to this novel estrogen-containing contraceptive. NEXTSTELLIS® achieved strong year-on-year prescription growth in Australia, demonstrating the value of access-enabling milestones for commercially mature products.

International segment revenue declined 7% in FY26, driven by a transition from lower margin to higher margin products in the portfolio which has had a short term impact on performance, along with additional investment into sales and marketing initiatives for NEXTSTELLIS® in Australia. NEXTSTELLIS® PBS listing and expansion of KADIAN® supply in Canada were key positive contributors to the International result. We continue to pursue contract development and manufacturing opportunities through the Salisbury facility to drive capacity utilisation and margin improvement.

**Corporate Matters — Cosette Transaction**

In February 2025, the Board unanimously recommended a Scheme of Arrangement with Cosette Pharmaceuticals, Inc. at A$7.40 per share, representing a premium of approximately 50% to the 90-day VWAP of Mayne Pharma's share price at announcement. At the Scheme Meeting in June 2025, shareholders voted overwhelmingly in favour of the Scheme, with 99.06% of votes cast in support. However, Cosette subsequently failed to satisfy its obligations under the Scheme Implementation Deed, and the matter proceeded to litigation in the Supreme Court of New South Wales. In October 2025, the Court found that Cosette had not validly terminated the Scheme Implementation Deed, vindicating the Company's position, and subsequently awarded costs in Mayne Pharma's favour. On 5 June 2026, the Company received $14.4 million from Cosette in full satisfaction of those court-ordered legal costs and interest. Cosette has appealed the October 2025 judgment and that appeal was heard by the New South Wales Court of Appeal on 2 and 3 June 2026, with the Court reserving its decision. Separately, in February 2026 Mayne Pharma commenced proceedings seeking substantial damages from Cosette and associated parties for breach of, and inducing breach of, the Scheme Implementation Deed, and those proceedings continue. The Board and management team maintained focus throughout this period on operational execution.

## *Board and Leadership Renewal*

FY26 brought meaningful renewal at both board and management level. Mr Frank Condella retired as Non-Executive Director and Chair with effect from 14 January 2026, following almost eight years of dedicated service including over four years as Chair. On behalf of the Board and all shareholders, we thank Frank for his leadership and the considerable value he contributed to Mayne Pharma through significant business transformation. Professor Bruce Robinson was appointed Chair in January 2026, bringing extensive clinical, scientific and governance credentials including his role as a Non-Executive Director of Cochlear Limited and former Dean of the University of Sydney Medical School. Mr Patrick Blake and Mrs Anne Lockwood stepped down as Non-Executive Directors following the release of 1H FY26 results in February 2026, and Dr Katie MacFarlane stepped down at the end of May 2026. The Board thanks Pat, Anne and Katie for their contributions.

At the management level, Mr Shawn Patrick O'Brien stepped down as Managing Director and Chief Executive Officer on 20 February 2026, in a planned and orderly transition. Shawn led the business through a defining period of transformation — from a complex multi-segment business to a focused specialty pharmaceutical company with a clear Women's Health and Dermatology identity — and we thank him for his commitment and leadership. Mr Aaron Gray was appointed Chief Executive Officer in February 2026 with immediate effect. Aaron joined Mayne Pharma as Chief Financial Officer in 2022 and has been central to the financial and strategic transformation of the Company, including the Cosette transaction process, the margin expansion program and the development of DistributeRx. In July 2026, the Company announced the appointment of Mr Griffin D. Buchanan as Chief Financial Officer from 1 August 2026. Mr Buchanan is a senior finance executive with extensive experience in global medical technology and healthcare who understands the global medical technology and women's health markets first-hand.

In June 2026, the Board further strengthened its composition with the appointment of Ms Meghan Rivera as a Non-Executive Director. Ms Rivera has more than 25 years' experience in the US pharmaceutical industry across multiple therapeutic areas including women's health. Ms Rivera currently serves as Vice President and Global Commercial Lead for ViiV Healthcare, a leading biopharmaceutical organisation focussed on the prevention, treatment and cure of HIV. Her prior roles include US Market President at Organon & Co (NYSE: OGN), Chief Marketing Officer and Head of Commercial at Akili Interactive and Senior Vice President of Women's Health at AMAG Pharmaceuticals. Ms Rivera's appointment adds deep US commercial and Women's Health expertise to the Board as Mayne Pharma scales its branded franchises and the DistributeRx platform.

On 14 August 2026, Mr Jacob Ma-Weaver joined the Board. Mr Ma-Weaver, a US resident, is the Managing Member of Cable Car Capital, LP (Cable Car), an investment adviser he founded in 2013. Cable Car is the General Partner of Funicular Funds, LP, a hedge fund which holds 9.90% of the fully paid ordinary shares in the Company. Mr Ma-Weaver was an investment analyst at Amici Capital LLC, where he focused on healthcare. He previously worked as an equity research associate at Dodge & Cox and a corporate finance business analyst at McKinsey & Company. Jacob brings extensive experience as an investor and analyst in the life sciences and healthcare industries.

## *Outlook*

Mayne Pharma enters FY27 with operational momentum, a strong balance sheet and a clear strategic agenda. In Women's Health, the priority is to accelerate portfolio growth through a focused salesforce, refreshed marketing and improved prescriber access, underpinned by the macro tailwind from the removal of the HRT Black Box warning of the menopause category, in particular for BIJUVA®. In Dermatology, we will continue to extend the disintermediation model while expecting some loss of insurance coverage for TWYNEO® during the year and generic entry into the RHOFADE® market.

The DistributeRx platform will be a significant area of focus. With prescription volumes already materially exceeding our internal forecasts, we see an opportunity to scale this platform across additional products and therapeutic areas while leveraging Mayne Pharma's established infrastructure. Internationally, we will build on NEXTSTELLIS® growth following the PBS listing in Australia, and leverage the Salisbury investment to deliver export growth and contract manufacturing revenues. We will also continue to evaluate capital-efficient, synergistic acquisitions that can leverage our existing Women's Health and Dermatology ecosystems, alongside disciplined capital management.

On behalf of the Board, we wish to express our sincere thanks to all Mayne Pharma employees for their dedication and commitment during what was a challenging year of external uncertainty. Their focus on operational execution and patient outcomes has been the foundation of the commercial progress we are reporting. We also thank our shareholders for their continued support and for their patience through the Cosette transaction process. We are encouraged by the underlying strength of this business with solid gross margins, an expanding branded portfolio, strengthening cash generation and a genuinely innovative new platform in DistributeRx. We look forward to demonstrating continued progress.

Thank you for your continued support.

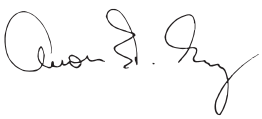


Professor Bruce Robinson
**Chair**



Aaron Gray
**Chief Executive Officer**





# Directors' **Report**

The Directors of Mayne Pharma Group Limited ('the Company') present their report together with the financial report of the Company and its controlled entities (collectively the 'Group' or 'Consolidated Entity' or 'Mayne Pharma') for the year ended 30 June 2026 and the Auditor's Report thereon. The information set out below is to be read in conjunction with the Remuneration Report set out on pages 22 to 31, which forms part of this Directors' Report.

**DIRECTORS**

The Directors of the Company during the financial year and up to the date of this report are set out below. Directors were in office for this entire period unless otherwise noted.

Prof Bruce Robinson, AC, Chair (Chair effective from 14 January 2026)
Ms Ann Custin
Mr David Petrie
Ms Meghan Rivera (appointed 26 June 2026)
Mr Jacob Ma-Weaver (appointed 14 August 2026)

Mr Frank Condella (retired from the Board and Chair role effective 14 January 2026)
Mr Shawn Patrick O'Brien (stepped down as CEO and Managing Director effective 20 February 2026 US time)
Mr Patrick Blake (resigned 28 February 2026)
Mrs Anne Lockwood (resigned 28 February 2026)
Dr Kathryn MacFarlane (resigned 31 May 2026)

The Directors' qualifications, other listed company directorships, experience and special responsibilities are detailed on pages 19 of this report. The qualifications and experience of the Company Secretary are detailed on page 19 of this report.

**DIRECTORS' MEETINGS**

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of the Company during the 2026 financial year are:

| | BOARD | | AUDIT & RISK COMMITTEE | | NOMINATION COMMITTEE | | REMUNERATION & PEOPLE COMMITTEE | | SCIENCE, TECHNOLOGY & MEDICAL COMMITTEE | |
|---|---|---|---|---|---|---|---|---|---|---|
| | HELD[1] | ATTENDED[2] | HELD[1] | ATTENDED[2] | HELD[1] | ATTENDED[2] | HELD[1] | ATTENDED[2] | HELD[1] | ATTENDED[2] |
| Prof B Robinson | 32 | 28 | 1 | 1 | 1 | 1 | 1 | 1 | 2 | 2 |
| Ms A Custin[4] | 32 | 32 | 6 | 6 | 1 | 1 | 5 | 6 | - | - |
| Mr D Petrie | 32 | 32 | 6 | 6 | 1 | 1 | 9 | 9 | - | 1 |
| Ms M Rivera | 1 | 1 | - | - | - | | - | - | - | - |
| Mr F Condella[3] | 22 | 22 | - | 2 | | | 4 | 4 | - | - |
| Mr S O'Brien[3,4] | 25 | 25 | - | 5 | | | - | 5 | - | - |
| Mr P Blake | 25 | 22 | 5 | 4 | | | 6 | 6 | - | - |
| Mrs A Lockwood | 25 | 22 | 5 | 5 | | | - | - | - | - |
| Dr K MacFarlane | 31 | 31 | - | - | 1 | 1 | 3 | 2 | 2 | 2 |

1. This column shows the number of meetings held during the period the Director was a member of the Board or Committee.
2. This column shows the number of meetings attended.
3. Mr O'Brien and Mr Condella are not members of the Audit and Risk Committee however they attend meetings at the Chair's invitation.
4. Mr O'Brien was not a member of the Remuneration and People Committee however he attended meetings at the Chair's invitation.
5. Ms Custin was not a member of the Remuneration and People Committee until January 2026, however she attended meetings at the Chair's invitation.
6. Mr Petrie is not a member of the Science, Technology and Medical Committee, however he attends meetings at the Chair's invitation.

**SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

The Group continues to develop and invest in existing assets as well as expand its disintermediation strategy to enhance growth opportunities. This included the launch of DistributeRx in March 2026 and the new automated facility to deliver a seven-fold increase in capacity over two phases.

Work on the Salisbury modernisation project, partly funded by a federal government grant, was completed during the period. Official inauguration of the upgrade occurred in December 2025.

Pharmaceutical Benefits Scheme (PBS) approval for NEXTSTELLIS® in Australia was received in September 2025.

TWYNEO® and EPSOLAY® were launched in the United States during the year.

Cosette litigation

As announced on 5 June 2026 Mayne Pharma received a total of $14.4 million from Cosette, comprising recovery of the Company's legal costs of the proceedings, the costs associated with its application for costs, and interest. In January 2026, Cosette appealed the Court's October 2025 judgment. The appeal was heard by the Supreme Court of New South Wales, Court of Appeal on 2 and 3 June 2026 and the decision has been reserved.

On 18 February 2026, Mayne Pharma commenced proceedings in the Supreme Court of New South Wales against Cosette Pharmaceuticals, Inc, Cosette Pharmaceuticals Holdings, Inc, Avista Capital Holdings, LP trading as Avista Healthcare Partners (Avista) and David Burgstahler (the Managing Partner and CEO of Avista) seeking substantial damages on behalf of Mayne Pharma shareholders against Cosette for breach of the Scheme Implementation Deed (SID) and against the other defendants for inducing Cosette's breach of the SID. Mayne Pharma is also seeking substantial damages on its own behalf against the defendants.

## PRINCIPAL ACTIVITIES

Mayne Pharma is an ASX-listed specialty pharmaceutical company focused on commercialising branded women's health and dermatology pharmaceuticals.

Mayne Pharma has a 40-year track record of innovation and success in developing new oral drug delivery systems and these technologies have been successfully commercialised in numerous products that continue to be marketed around the world.

Mayne Pharma has a product development and manufacturing facility based in Salisbury, Australia with expertise in the formulation of complex oral and topical dose forms including modified-release products and poorly soluble compounds.

## REVIEW OF OPERATIONS AND LIKELY DEVELOPMENTS

### Summary of financial performance

Set out below is a summary of the financial performance attributable to Mayne Pharma shareholders for the 2026 financial year (FY26) compared to the prior corresponding period (pcp).

This summary includes non-IFRS Accounting financial information that is stated excluding certain non-operating income and expense items. The results are set out this way as the Directors consider them to be a meaningful comparison from period to period that are useful for the users of this financial report as they provide additional and relevant information that reflect the underlying performance of the business. Key measures of earnings considered by management in operating the business and assessing performance are earnings before interest, tax, depreciation, amortisation and impairment ('EBITDA') and Adjusted EBITDA.

| SALES AND PROFIT | 2026 $M | 2025 $M | CHANGE ON PCP $M |
|---|---|---|---|
| **Reported Revenue continuing operations** | **383.7** | **408.1** | **(24.4)** |
| **Reported Gross profit from continuing operations** | **248.1** | **247.3** | **0.8** |
| *Reported Gross profit %* | *64.7%* | *60.6%* | |
| Adjusted EBITDA | 34.2 | 47.0 | (12.8) |
| Adjustments[1] | 107.2 | (28.6) | 135.8 |
| **Reported EBITDA from continuing operations** | **141.4** | **18.4** | **123.0** |
| Depreciation / Amortisation | (63.7) | (69.3) | 5.6 |
| Impairments | (0.2) | | (0.2) |
| **Reported Profit / (Loss) Before Interest and Tax from continuing operations** | **77.5** | **(50.9)** | **128.4** |
| Net interest (expense) / income | (1.6) | (0.1) | (1.5) |
| Foreign exchanges gains/(losses) financing activities | (5.9) | 2.5 | (8.4) |
| Earn-out & deferred consideration liabilities discount unwind | (34.2) | (34.8) | 0.6 |
| **Reported Profit / (Loss) Before Tax continuing operations** | **35.8** | **(83.3)** | **119.1** |
| Income tax credit / (expense) | (4.6) | (6.8) | 2.2 |
| **Reported Net Profit / (Loss) After Tax attributable to Mayne Pharma shareholders from continuing operations** | **31.2** | **(90.1)** | **121.3** |

1. Current year adjustments are included in the table below.

The reconciliation of reported results (from continuing operations) and adjusted results for the current year is as follows:

| SALES AND PROFIT | REPORTED ATTRIBUTABLE TO MEMBERS JUNE 2026 $M | EARN-OUT REASSESSMENTS[1] $M | RESTRUCTURING[2] $M | DILIGENCE & TRANSACTION EXPENSES $M | DERIVATIVE FAIR VALUE ADJUSTMENT[4] $M | WOMENS HEALTH SUPPLIER[5] $M | LITIGATION[6] $M | ADJUSTED JUNE 2026 $M |
|---|---|---|---|---|---|---|---|---|
| **Revenue** | 383.7 | | | | | | | **383.7** |
| **Gross profit** | 248.1 | | | | | | | **248.1** |
| *Gross profit %* | *64.7* | | | | | | | *64.7* |
| **EBITDA** | **141.4** | (125.6) | 7.2 | 11.8 | (7.3) | 1.4 | 5.3 | **34.2** |
| Depreciation / Amortisation | (63.7) | | | | | | | (63.7) |
| Asset impairments | (0.2) | | | | | | | (0.2) |
| **PBIT** | **77.5** | (125.6) | 7.2 | 11.8 | (7.3) | 1.4 | 5.3 | **(29.7)** |
| Net finance costs | **(41.7)** | | | | | | | **(41.7)** |
| **PBT** | **35.8** | (125.6) | 7.2 | 11.8 | (7.3) | 1.4 | 5.3 | **(71.4)** |

1. Non-cash credit arising from the net decrease in earn-out and deferred consideration liabilities with the majority relating to the rights acquired from TXMD ($104.6m) and the NEXTSTELLIS® US distribution rights ($19.8m).
2. Restructuring costs related to organisational transformation and includes "one-off" retention incentive awards to employees
3. Diligence and transaction costs including litigation costs related to the SID entered with Cosette.
4. Fair value adjustment relating to the convertible notes derivative.
5. Women's Health ("WH") Supplier – Mayne Pharma contributions to supplier to refine and further develop production process
6. Drug pricing and health care investigations, US Department of Justice and related litigation costs.

**Review of operations**

The Group recorded revenue for continuing operations of $383.7m, down 6.0% on the pcp and gross profit for continuing operations was $248.1m, up 0.3% on pcp.

Gross profit margin for continuing operations as a percentage of revenue was 64.7% (2025: 60.6%) which reflects the improved margin percentage for Dermatology and the higher proportion of the total margin for the Women's Health business (higher relative profitability business).

The reported profit before tax from continuing operations was $35.8m and the net profit after tax was $31.2m.

The impact of exchange rate movements on the Company's Statement of Financial Position is recognised in the Foreign Currency Translation Reserve (FCTR) which decreased by $8.4m during the year.

*Expenses*

Research, development medical and regulatory affairs expense (total costs less amounts qualifying for capitalisation) was $20.7m, an increase in the expense of $2.8m (16%) on the pcp largely due to post marketing studies required across the women's health portfolio.

| | JUNE 2026 $M | JUNE 2025 $M |
|---|---|---|
| Total R&D, medical and regulatory affairs costs incurred | 21.1 | 18.1 |
| Development costs capitalised | (0.4) | (0.2) |
| R&D, medical and regulatory affairs expensed | 20.7 | 17.9 |

Marketing and distribution expenses increased by $2.8m (2%) to $139.6m. The majority of marketing and distribution costs relate to the US businesses. US distribution costs increased with the redeployment of the Dermatology sales team to DistributeRx with an offsetting decrease in US marketing costs. Distribution costs also increased due to increased activity for Adelaide Apothecary and the current inflationary impact on transport costs. Australian marketing costs increased ($3.3m) to support sales growth for NEXTSTELLIS® post PBS approval.

Finance costs of $45.4m (2025: $37.3m) include the unwinding of discounts associated with earn-out liabilities and deferred liabilities which decreased to $34.2m from $34.8m in the pcp. The earnouts discount unwind includes NEXTSTELLIS® $11.4m (2025: $11.8m) and TXMD $22.2m (2025: $22.0m). Included in finance costs are foreign exchange losses relating to financing activities of $5.9m loss (2025: $2.5m gain)

There was a specific impairment related to one R&D project in the current period of $0.2m (2025: $nil).

Administration and other expenses decreased by $7.5m to $136.0m. This category includes non-cash and other non-operating items such as:

- Amortisation of intangible assets which was $55.9m (2025: $61.0m);
- Share based payments expense of $1.7m (2025: $4.0m);
- Drug pricing investigations and related litigation costs of $5.3m (2025: $3.5m);
- Diligence and transactions costs including litigation costs related to the SID entered with Cosette (net of recoveries) of $11.8m (2025: $8.5m);
- Foreign exchange gains /losses of nil (2025: $0.3m loss);
- Supplier support $1.4m (2025: nil).
- Fair value movement on a derivative of $7.3m gain (2025: $1.7m gain); and
- Restructuring expenses including employee retention awards (cash and share based payments) of $7.2m (2025: $1.7m).

Excluding these items, administration and other expenses were $60.1m compared to $51.3m in FY25. Legal costs included in Administration and other expense increased by $6m mainly due to Paragraph 4 legal costs for IMVEXXY®. Short term incentives were paid during FY26 (nil for FY25).

*Tax*

Tax expense of $4.6m for continuing operations and tax benefit of $2.0m for discontinued operations comprised:

- Current period income tax expense for the year to 30 June 2026 of $3.3m;
- Current year tax expense in respect of prior years of $1.2m; and
- Deferred income tax benefit of $1.9m.

**Statement of financial position**

Set out below is a summary of the financial position as at 30 June 2026 compared to the position as at 30 June 2025.

| BALANCE SHEET EXTRACT | 2026 $M | 2025 $M | CHANGE ON PCP $M | CHANGE ON PCP % |
|---|---|---|---|---|
| Cash | 80.0 | 59.8 | 20.2 | 34 |
| Marketable securities | - | 40.6 | (40.6) | (100) |
| Receivables | 174.6 | 180.6 | (6.0) | (3) |
| Inventory | 55.5 | 50.6 | 4.9 | 10 |
| Income tax receivable | 1.0 | 1.3 | (0.3) | (23) |
| PP&E | 51.3 | 53.1 | (1.8) | (3) |
| Intangible assets | 463.1 | 545.8 | (82.7) | (15) |
| Other assets | 83.9 | 82.8 | 1.1 | 1 |
| **Total assets** | **909.4** | **1,014.6** | **(105.2)** | **(10)** |
| Interest-bearing debt (including lease liabilities) | 43.1 | 41.3 | 1.8 | 4 |
| Trade and other payables | 194.0 | 174.3 | 19.7 | 11 |
| Other financial liabilities | 265.5 | 409.1 | (143.6) | (35) |
| Other liabilities | 15.9 | 19.6 | (3.7) | (19) |
| **Total liabilities** | **518.5** | **644.3** | **(125.8)** | **(20)** |
| **Equity** | **390.9** | **370.3** | **20.6** | **6** |

The material changes to the operating assets and liabilities of the business were as follows:

*Cash*

Cash increased by $20.2m to $80.0m compared to 30 June 2025. The Company previously held marketable securities of $40.6m in the pcp (nil 30 June 2026).

*Inventory, receivables, other current assets and trade payables*

Receivables reduced during FY26 due to currency movements. Inventory increased with a cash investment of $4.7m for the International business. Other current assets increased as a result of increased prepaid GTN's. Trade and other payables increased by $19.7m.

*Intangible assets*

Intangible assets decreased by $82.7m compared to the balance at 30 June 2025. The movement comprised of:

- An increase of $0.4m for capitalised development costs;
- A decrease of $0.2m for a specific R&D project impairment;
- A decrease of $55.9m for amortisation; and
- A decrease of $27.1m due to foreign currency translation as the AUD / USD exchange rate increased from 0.6529 at 30 June 2025 to 0.6894 at 30 June 2026.

*Property, plant & equipment*

Property, plant and equipment increased by $1.8m compared to the balance at 30 June 2025. The movement comprised of:

- An increase of $3.0m for additions;
- A decrease of $4.7m for depreciation; and
- A decrease of $0.1m due to foreign currency translation.

*Interest bearing liabilities*

Interest bearing liabilities (excluding lease liabilities) increased to $39.1m from $35.2m at 30 June 2025. Convertible notes were issued in December 2022 to support the acquisition of the TXMD licensed assets. The convertible notes are repayable at a fixed AUD amount at maturity (if not converted). The change in the liability represents the amortisation of borrowing costs. The borrowing costs are amortised over the term of the loan so that, at maturity, the book value of the loan will be equal to the amount repayable ($41.6m) (if not converted prior to maturity).

*Other financial liabilities*

The major items included in other financial liabilities as at 30 June 2026 were the earn-out liabilities and deferred consideration for the NEXTSTELLIS® distribution rights and the TXMD earn-out and deferred consideration liabilities.

Other financial liabilities decreased by $143.6m from 30 June 2025 due to:

- An increase of $34.2m due to the unwinding of the discount for the various earn-out liabilities and deferred consideration liabilities including $11.4m relating to the NEXTSTELLIS® deferred consideration liability and $22.2m relating to the TXMD earn-out liabilities;
- A decrease of $125.6m due to re-assessments which included the TXMD liabilities which were reassessed downwards by $104.8m and the NEXTSELLIS® liability was reassessed downwards by $19.8m due to decreased revenue forecasts for the products;
- A decrease of $25.7m due to payments made;
- A decrease of $7.3m due to the change in the fair value of the convertible notes related derivative; and
- A decrease relating to foreign currency translation of $19.1m.

*Equity*

Shareholder equity movements include the current year loss (including discontinued operations) of $24.5m and other comprehensive income of $8.4m loss for a net movement of $16.1m. Other equity movements included share-based payments reserve net increase of $0.8m.

**Cash flow**

A summary of the net operating cash flows is as follows:

| | 2026 $M | 2025 $M |
|---|---|---|
| Net operating cash flows before working capital movements | 14.3 | 53.4 |
| Working capital (investments) / releases | 11.3 | 5.8 |
| **Net Operating cash flows before Cosette Scheme and litigation costs and Class Action settlement** | 25.6 | 59.2 |
| Cosette scheme and litigation costs | (11.8) | (8.5) |
| Class Action settlement (net of insurance) | - | (33.2) |
| **Net Operating cash flows** | 13.8 | 17.5 |
| Less estimated cashflows relating to discontinued operations outflows / (inflows) | 11.1 | 7.9 |
| Estimated net operating cashflows from continuing operations | 24.9 | 25.4 |

Operating cash flow was impacted by the Cosette scheme and litigation costs and discontinued operations including payments for certain operating expenses and payments for gross-to-net liabilities for the divested Retail Generics business. Operating cashflows in the prior period includes an IRS tax refund (CARES Act) of $13.2m and a higher EBITDA performance compared to the current period.

Operating cashflows related to discontinued operations were determined in a manner consistent with total operating cashflows in that the profit/loss from discontinued operations was adjusted for non-cash items and working capital movements relating to the discontinued operations.

Earnout payments are deferred / variable consideration for asset acquisitions (or asset disposals in the case of the Metrics sale) and are disclosed in investing cashflows and therefore are not included in operating cashflows. Refer investing cashflows below.

| | 2026 $M | 2025 $M |
|---|---|---|
| **Investing cash flows** | **10.0** | (68.1) |

Notable cash flows during the period included:

- $2.9m payments for capital expenditure;
- $39.0m inflow from the redemption of marketable securities; and
- Earn-out and deferred settlement payments totalling $25.7m.

| | 2026 $M | 2025 $M |
|---|---|---|
| **Financing cash flows** | **(1.5)** | (0.6) |

Notable cash flows during the period included:

- Net interest receipts $1.8m (includes interest received related to Cosette costs award); and
- Lease payments (right-of-use) assets $3.2m.

Cash on hand plus marketable securities total $80.0m at 30 June 2026 representing a decrease of $20.4m from 30 June 2025 for the reasons outlined above.

**Reporting Segments**

The Consolidated Entity operates in three operating segments being International, Women's Health and Dermatology. During FY23, the Consolidated Entity sold the Metrics Contract Services (MCS) segment and the Retail Generics business and has therefore included MCS and Retail Generics in discontinued operations (refer Note 6). The segment note in the financial statements (Note 2) shows the revenue, gross profit (GP), direct operating expenses (opex) and the direct contribution (being the GP less direct opex) for each segment.

**Dermatology**

| | 2026 $M | 2025 $M | CHANGE % |
|---|---|---|---|
| Revenue | 138.7 | 154.1 | 10 |
| Gross profit | 88.7 | 82.8 | 7 |
| Gross profit % | 63.9% | 54% | |
| Direct opex (including lease depreciation) | (44.2) | (42.6) | 4 |
| Direct contribution | 44.5 | 40.2 | 11 |

*Nature of operations*

The Dermatology division distributes established dermatology products in the US.

*FY26 performance*

For Dermatology, the segment's sales for FY26 were $138.7m, down 10% on FY25. Gross profit was $88.7m, up 7% on FY25. Direct contribution increased from $40.2m in pcp to $44.5m. The revenue performance of the division declined compared to the previous year due to generic competition against ORACEA®, continued declines in the branded oral antibiotic markets, primarily affecting DORYX®, and the full year effect of loss of coverage on RHOFADE®. Despite the lower revenue base, gross margin expanded from 54% in FY25 to 64% in FY26 as a result of a more favourable product mix with the addition of TWYNEO® and EPSOLAY® which were launched during the period.

**Women's Health**

| | 2026 $M | 2025 $M | CHANGE % |
|---|---|---|---|
| Revenue | 174.3 | 178.4 | (2) |
| Gross profit | 138.0 | 142.9 | (3) |
| Gross profit % | 79% | 80% | |
| Direct opex (including lease depreciation) | (80.1) | (80.9) | (1) |
| Direct contribution | 57.9 | 62.0 | (7) |

*Nature of operations*

The Women's Health Division distributes Women's Health branded products in the US. This Division's products include NEXTSTELLIS®, ANNOVERA®, IMVEXXY® and BIJUVA®.

*FY26 performance*

For Women's Health, the segment's sales for FY26 were $174.3m, down 2% on FY25. Gross profit was $138.0m, down 3% on FY25. Direct contribution decreased from $62.0m in the pcp to $57.9m. The decline in revenue and gross margin is exclusively due to unfavorable FX movements versus the pcp. From a USD perspective, revenues were up 2%, gross margin up 1% and direct contribution down 2% due to increased investment in promotional expenses. Revenues were up due increase in sales of NEXTSTELLIS®, BIJUVA® and IMVEXXY®, partially offset by a decline in ANNOVERA revenues due to persistently high product returns.

**International**

| | 2026 $M | 2025 $M | CHANGE % |
|---|---|---|---|
| Revenue | 70.7 | 75.6 | (6) |
| Gross profit | 21.3 | 21.5 | (1) |
| Gross profit % | 30% | 29% | |
| Direct opex | (16.7) | (14.1) | 18 |
| Direct contribution | 4.6 | 7.4 | (38) |

*Nature of operations*

International's revenues and gross profit are derived principally from the Australian manufacture and sale of branded and generic pharmaceutical products globally (ex-US) and the provision of contract development and manufacturing services to third party customers.

*FY26 performance*

The International reporting segment's revenues were $70.7m, down 9% on FY25, gross profit was $21.3m, down 1% on FY25 and direct contribution decreased 38% to $4.6m. NEXTSTELLIS® was approved for the Pharmaceutical Benefits Scheme (PBS) in Australia with effect from 1 October 2025 with additional investment in promotional activities occurring post PBS approval which had a negative impact on International's direct contribution.

The Salisbury facility capital works project was completed during the period with the official inauguration occurring in December 2025.

**Strategy**

The Company's core strategic priorities include the following:

| KEY PRIORITIES | ACTIVITIES |
|---|---|
| • Deliver profit potential of current Women's Health asset portfolio | • Drive growth to further increase operating leverage, through sharpened focus on sales execution and some targeted marketing efforts<br>• Maximise long term value of assets, via IP portfolio management and product education via Key Opinion Leaders (KOLs)<br>• Continue to evaluate potential assets that compliment portfolio and go-to-market strategy |
| • Differentiate channel solution to enable preferred solution for patients, prescribers and partners | • Ensure channel strategy processes are easy to use, enabling status as preferred solution<br>• Capital efficient and accretive business development to further the Dermatology portfolio, driving growth in revenues and margins<br>• Broaden breath of products offered to strengthen customer adoption |
| • Drive international profit via new revenue streams and continuation of modernisation | • Leverage capacity created by operational improvements to grow and further operating leverage<br>• Complete modernisation upgrade program to improve productivity and capabilities, with targeted maintenance capex thereafter<br>• Expansion of KAPANOL®/KADIAN® in ex-AU markets |

**Material business risks**

The Board accepts that taking and managing risk is central to building shareholder value and that the Board is responsible for the Group's risk management strategy. Management is responsible for implementing the Board's strategy and for developing a control infrastructure designed to identify and mitigate risks across operations.

The Company has implemented a Risk Management Policy with a detailed, structured approach to systematically identify, rank, mitigate, and monitor risks. This effort, led by the Compliance and Risk function, is additive to ongoing risk management responsibilities that all employees engage in as they accomplish their daily tasks according to Company requirements. The Company maintains a risk register and material risks are regularly reported on and discussed with management, the Audit and Risk Committee and the Board. Further details of the Company's approach to risk identification and management are outlined in its Corporate Governance Statement.

The following table details some of the material risks that could affect Mayne Pharma's business and operations but are not the only risks Mayne Pharma faces. Other risks besides those detailed below could adversely affect Mayne Pharma's business and operations.

| RISK | NATURE OF THE RISK | ACTIONS/PLANS TO MITIGATE |
|---|---|---|
| Business and strategy | • Changes in market dynamics for oral contraceptives or dermatology products<br>• Inability to meet educational and scientific engagement needs of the healthcare community for our full portfolio<br>• Inherent competition risk to portfolio<br>• Future acquisitions, licences, and investments could negatively affect operating results, dilute equity ownership, increase debt, or cause significant expense<br>• Inability to drive accretive growth effectively<br>• Healthcare policy changes and legislative reform in the US healthcare system<br>• Potential for US tariffs to be introduced on products currently imported<br>• Decline in sales of dermatology products more than planned following the strategic reallocation of resources to DistributeRx<br>• Inability to scale operational capacity, systems, resources, and financial controls in line with business growth and new business models<br>• Inability to expand and maintain a sufficiently broad portfolio of contracted products available from other pharmaceutical manufacturers through DistributeRx | • Select and staff experienced personnel and business partners<br>• Implement disciplined and risk balanced product selection process<br>• Establish strong systems and processes to monitor and manage the performance of each product and customer relationship<br>• Conduct detailed due diligence of acquisitions and engage third parties for expert advice where appropriate<br>• Prepare detailed operational/integration plans for acquisitions following completion<br>• Develop business models and systems to move closer to patients<br>• Diversify channels to market<br>• Mitigations to tariff risk for products may include supply contract renegotiation, buildup of inventory, and adjustments to supply.<br>• Continue to use digital marketing and other commercial channels to maintain healthcare professional awareness and demand for the dermatology portfolio<br>• Regularly evaluate operational and financial control requirements and prioritise phased investments in systems, resources and processes to support business growth and new business models.<br>• Continue to pursue manufacturer partnerships and expand the portfolio of contracted products available through DistributeRx |
| Regulatory compliance | • Loss of regulatory compliance certification for production facilities<br>• Noncompliance with legal or regulatory requirements | • Recruit experienced personnel in Quality, Production, Regulatory and Compliance<br>• Maintain a robust control environment with relevant policies, procedures, and monitoring |
| IT systems, privacy and cybersecurity | • Noncompliance with privacy and data security laws, regulations, and guidance<br>• Cyber security breach, data theft, or data leakage<br>• Significant disruption to our technology systems | • Recruit experienced IT personnel<br>• Contract with skilled cybersecurity vendors to stay current on industry trends<br>• Maintain privacy governance framework that includes data lifecycle controls, role-based training, and risk-based oversight of service providers that handle personal information<br>• Implement protective measures such as firewalls, antivirus, data encryption, routine back-ups, system monitoring, system audits and disaster recovery procedures<br>• Provide ongoing employee training on cybersecurity risks<br>• Test disaster recovery procedures |

| RISK | NATURE OF THE RISK | ACTIONS/PLANS TO MITIGATE |
|---|---|---|
| Third parties | • Quality or compliance failure in product manufacturing by third party suppliers<br>• Noncompliance of our consultants or commercial partners with legal or regulatory standards and requirements<br>• Supply issues for key products due to reliance on third party suppliers and/or inherited contracts<br>• Inventory challenges at specialty pharmacies<br>• Reliance on third parties for key financial or business intelligence data<br>• Significant disruption to third party technology systems | • Follow risk-based audit process for suppliers, consultants, and commercial partners<br>• Maintain back-up supply of key raw materials<br>• Implement robust systems and processes to manage supply chain<br>• Regularly improve internal financial and business intelligence data management<br>• Develop and test business continuity plans |
| Financial condition and capital requirements | • Inability to access financing in an acceptable form with acceptable terms when needed<br>• Cost inflation<br>• Asset impairments<br>• Changes to value or use of net operating losses and deferred tax assets<br>• Adverse global market economic conditions (e.g., recession)<br>• Adverse movements in exchange rates | • Strengthen bank relationships<br>• Enter exclusive supply arrangements, where appropriate<br>• Enter distribution arrangements with partners that allow for rising input costs to be passed through to customers<br>• Maintain robust and comprehensive testing environment<br>• Regularly test assets for impairment<br>• External audit review of capitalisation policies and useful lives of assets<br>• Hedge balance sheet and net receipts per Company policy |
| Organisational and commercial operations | • Loss of or inability to attract and retain key personnel<br>• Unexpected or continuing litigation or legal proceedings, which could be expensive, distract the business, impose additional regulatory or contractual requirements (e.g., obtaining third-party approvals), consume substantial time and resources or result in unfavourable outcomes<br>• Serious adverse event with patients and potential liability risks in marketing and use of products<br>• Loss of buildings or key equipment<br>• Inability to collect inappropriate gross-to-net chargebacks or discounts taken<br>• Increasing our outsourced cost of active pharmaceutical ingredients, wages, and other components | • Refine employee development opportunities<br>• Implement measures to minimise operational disruption, including clear delegation of responsibilities to ensure day-to-day operations continue without interruption.<br>• Continuing to evaluate and pursue strategic and commercial opportunities that can be executed regardless of litigation outcome or once an outcome is known.<br>• Establish and maintain systems to track medical information, pharmacovigilance and quality<br>• Allocate or share risk with distribution partners where appropriate<br>• Develop contingency plans to move production if facilities become unavailable<br>• Maintain appropriate insurance coverage<br>• Implement robust systems and processes to manage supply chain |
| Intellectual property | • Ineffective management of loss(es) of exclusivity<br>• Inability to enforce our licence agreements | • Implement robust intellectual property strategy<br>• Allocate or share risks with manufacturing partners where appropriate |
| Environmental and climate concerns | • Noncompliance with Australian climate-related financial disclosures<br>• Noncompliance of manufacturing operations with local laws and regulations, including special safety, packaging, distribution, and reporting requirements<br>• Injury to employees or contractors<br>• Failure to safely and appropriately handle hazardous and toxic materials | • Implement robust governance and strategy to manage the Company's climate related risks and opportunities engaging third party expert advice where appropriate<br>• Maintain Environmental, Health and Safety (EHS) systems with defined policies, procedures and work practices for the elimination or mitigation of EHS hazards and risks |

The above list does not represent an exhaustive list and it may be subject to change based on underlying market events and developments.

**Outlook**

Women's Health: accelerate portfolio growth through a focused salesforce, refreshed marketing and improved prescriber access, underpinned by the macro tailwind from the removal of the HRT Black Box warning of the menopause category, particularly for BIJUVA®.

Dermatology/DistributeRx: continue to expand the DistributeRx platform on expectation of some loss of insurance coverage for TWYNEO® and generic entry into the RHOFADE® market. Strong opportunity to scale DistributeRx platform across additional products and therapeutic areas while leveraging Mayne Pharma's established infrastructure.

International: build on NEXTSTELLIS® growth following the PBS listing and leverage the Salisbury investment to deliver export growth and contract manufacturing revenues.

Corporate: continue to evaluate capital-efficient, synergistic acquisitions that can leverage our existing Women's Health and Dermatology/DistributeRx ecosystems, alongside disciplined capital management.

**DIVIDENDS**

No dividend has been declared in relation to the period ended 30 June 2026 or the period ended 30 June 2025.

**EVENTS SUBSEQUENT TO THE REPORTING PERIOD**

No matter or circumstance has arisen since the reporting date which is not otherwise reflected in this report that significantly affected or may significantly affect the operations of the Group.

**DIRECTORS' EXPERIENCE AND SPECIAL RESPONSIBILITIES**

**PROF BRUCE ROBINSON, AC, MD, MSC, FRACP, FAAHMS, FAICD**
Chair Independent Non-Executive Director
Age 70
Appointed 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.

Prof Robinson a member of the Audit and Risk Committee and Chair of the Nomination Committee.

**MS ANN CUSTIN, CPA**
Independent Non-Executive Director
Age 66
Appointed 23 March 2022

Ms Custin, a US resident, has almost 40 years of experience in the healthcare sector. Most recently, Ms Custin was Board Director and CFO of Siemens Medical Solutions (now Siemens Healthineers), a leading medical technology company with EUR20b in revenues. Previously, she was Chief Operating and Financial Officer of Scient'x Group and President and CEO of USA Draeger Medical Systems. Ms Custin was a Non-Executive Director of Volpara Health Technologies Limited (ASX:VHT) until May 2024 and is a Non-Executive Director of Establishment Labs Holdings Inc (NASDAQ:ESTA).

Ms Custin is Chair of the Audit and Risk Committee and Chair of the Remuneration and People Committee and a member of the Nomination Committee.

**MR DAVID PETRIE B Comm (Hons), B Law (Hons), CPA**
Non-Executive Director
Age 60
Appointed 1 September 2022

Mr Petrie is an accomplished M&A executive with over 30 years of advisory experience in public and private mergers and acquisitions, capital management and debt and equity raisings. He is currently Principal at Stratford Advisory Group, an independent corporate and financial advisory firm. Previously, he spent 23 years at Merrill Lynch/Bank of America including Managing Director and Head of Investment Banking Melbourne.

Mr Petrie is a member of the Audit and Risk Committee, the Remuneration and People Committee and the Nomination Committee.

**MS MEGHAN RIVERA BScBusAdmin**
Independent Non-Executive Director
Age 47
Appointed 26 June 2026

Ms Rivera, a US resident, brings more than 25 years of experience in the US pharmaceutical industry across multiple therapeutic areas including women's health. Ms Rivera's experience includes building, scaling and transforming businesses across biopharma, and she has played a key role in launching branded products in the US. She currently serves as Vice President and Global Commercial Lead for ViiV Healthcare, a leading biopharmaceutical organisation focussed on the prevention, treatment and cure of HIV. Prior roles include US Market President at Organon & Co (NYSE: OGN), Chief Marketing Officer and Head of Commercial at Akili Interactive, and Senior Vice President of Women's Health at AMAG Pharmaceuticals.

Ms Rivera is a member of the Remuneration and People Committee and the Nomination Committee.

**MR JACOB MA-WEAVER BA, MA, CFA**
Non-Executive Director
Age 39
Appointed 14 August 2026

Mr Ma-Weaver, a US resident, is the Managing Member of Cable Car Capital, LP (Cable Car), an investment adviser he founded in 2013. Cable Car is the General Partner of Funicular Funds, LP, a hedge fund. Funicular Funds, LP, holds 9.90% of the fully paid ordinary shares in the Company. Mr Ma-Weaver served on the Board of ARCA biopharma, Inc. from 2022 until its business combination with Oruka Therapeutics in 2024. Prior to his role at Cable Car, Mr Ma-Weaver was an investment analyst at Amici Capital LLC, where he focused on healthcare. He previously worked as an equity research associate at Dodge & Cox and a corporate finance business analyst at McKinsey & Company.

**COMPANY SECRETARY**

Ms Laura Loftus was appointed as the Company Secretary on 26 March 2020. Ms Loftus has been with Mayne Pharma since May 2014 and is an experienced commercial lawyer with more than twelve years of experience. Prior to joining Mayne Pharma, Ms Loftus was a solicitor at global law firm DLA Piper. Ms Loftus holds a BCom (Accounting) degree and LLB (Hons) degree from Monash University and is a Graduate member of the Australian Institute of Company Directors.

**DIRECTORS' INTERESTS IN SHARE CAPITAL AND OPTIONS**

The relevant interest of each Director in the share capital of the Company as at the date of this report is as follows:

| | FULLY PAID ORDINARY SHARES |
|---|---|
| Ms A Custin | 21,362 |
| Mr J Ma-Weaver | 8,045,349 |
| Mr D Petrie | - |
| Ms M Rivera | - |
| Prof B Robinson | 16,643 |

**UNISSUED SHARES UNDER OPTION**

As at the date of this Directors' Report there were no employee options outstanding.

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company.

**SHARE OPTIONS GRANTED**

No employee options were granted during the financial year.

**SHARES ISSUED AS A RESULT OF THE EXERCISE OF OPTIONS**

No shares were issued during the year as a result of option exercises.

**NON-AUDIT SERVICES**

The Company's auditor, BDO Audit Pty Ltd (BDO), provided the non-audit services listed below. The Directors are satisfied that the provision of these non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

BDO received or is due to receive the following amounts for the provision of non-audit services. Refer to Note 26 to the financial statement for details of all amounts received by or due to BDO for both assurance and non-audit services.

| | 2026 $ | 2025 $ |
|---|---|---|
| Taxation services (paid to overseas member firms of BDO) | 110,570 | 113,005 |
| Other assurance | - | - |
| Other Services | 14,000 | - |
| Total | 124,570 | 113,005 |

**INDEMNIFICATION AND INSURANCE OF OFFICERS AND INDEMNIFICATION OF AUDITORS**

The Company's constitution (rule 11.1(a)) requires the Company to indemnify every officer of the Company and its wholly owned subsidiaries against liabilities incurred in their role as officer, only to the extent permitted by the *Corporations Act 2001*. The indemnity will not apply to liabilities arising out of conduct involving a lack of good faith. The Company has entered into a Deed of Access, Insurance and Indemnity with each of the Directors, Key Management Personnel (KMP), others holding officer positions in the Company or any of its wholly owned subsidiaries and the Company's previous appointee to the INTI Board. Each Deed of Access, Insurance and Indemnity indemnifies the relevant officer, to the extent permitted by law, against any liability incurred by the relevant officer as an officer of the Company or as an officer of a subsidiary, including legal costs (for an unspecified amount). The Deeds of Access, Insurance and Indemnity also require the Company to (subject to the *Corporations Act 2001*) use its best efforts to effect and maintain a D&O policy covering the relevant Officers during each officer's term of office and for seven years thereafter.

During the financial year, the Company maintained an insurance policy which indemnifies the Directors and Officers of the Company and its subsidiaries in respect of any liability incurred in the performance of their duties as Directors or Officers of the Company or its subsidiaries, other than for matters involving a wilful breach of duty or a contravention of sections 182 or 183 of the *Corporations Act 2001* as permitted by section 199B of the Corporations Act 2001. The Company's insurers have prohibited disclosure of the amount of the premium payable and the level of indemnification under the insurance contract.

The Group has not indemnified or agreed to indemnify the auditor of the Group or of any body corporate against a liability incurred as such by the auditor, during or since the financial year, except as permitted by law.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

**ENVIRONMENT, HEALTH AND SAFETY (EHS) REGULATION AND PERFORMANCE**

The Group's operations are subject to various EHS laws and regulations and, where required, the Group maintains EHS licenses and registrations in compliance with applicable regulatory requirements. The Group has mechanisms in place to monitor for changes to regulatory requirements and ensure ongoing compliance with any new requirements.

The Group has EHS policies and procedures in place designed to ensure compliance with all EHS regulatory requirements and to continuously improve the health and safety of our workplace and environmental sustainability of our operations.

The EHS function continues to refine and improve the Company's standards, processes and performance through the ongoing development and maintenance of an EHS management system focussed on the identification and assessment of EHS hazards and effective management of EHS risks by applying sound risk management principles.

The Group monitors EHS outcomes on a regular basis and provides reports to various internal and external stakeholders including, without limitation, in relation to performance data such as injury rates, waste disposal, waste water and storm discharges and emissions. The operating site in Salisbury is subject to periodic or random inspections by EHS regulators; several inspections occurred during the year by the relevant authorities.

The Directors are not aware of any material breaches of EHS regulations by the Group.

**OPTIONS, PERFORMANCE RIGHTS AND SHARES GRANTED SUBSEQUENT TO REPORTING DATE**

On 26 June 2026, the Company issued offer letters to eligible employees for Restricted Stock Units (RSUs) and Performance Rights under its equity incentive plan. The grant date for accounting purposes was determined to be 10 July 2026, being subsequent to the reporting date, and the associated share-based payment expense will be recognised from that date.
Mr Gray exercised his CEO sign-on RSU award subsequent to reporting date and received 151,439 shares.

**ROUNDING**

The company is of a kind referred to in Corporations Instrument 2026/183, issued by the Australian Securities and Investments Commission relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars or, in certain cases, to the nearest dollar.

**AUDITOR'S INDEPENDENCE DECLARATION**

The Auditor's Independence Declaration has been received from BDO and is included on page 32 of this report.

# Remuneration **Report**

## Letter from Chair of Remuneration and People Committee

Dear Shareholder,

On behalf of the Board of Directors, we are pleased to present Mayne Pharma's Remuneration Report for the financial year ended 30 June 2026. This report contains information regarding the remuneration arrangements for Non-Executive Directors and senior executives who are the Key Management Personnel (KMP) of Mayne Pharma during Fiscal Year 2026 (FY26).

Business Performance

The 2026 financial year (FY26) was a challenging year in which the Cosette transaction process and subsequent legal matters placed considerable demands on management focus and organisational bandwidth, including general disruption to our business. Against this backdrop, retention of key employees was critical and the Board made some changes to remuneration during FY26 in an effort to retain and motivate employees. These included:

- assessment and payment of short-term incentives (STI) on a quarterly basis; and
- retention awards issued in December 2025 (partially in cash and partially in RSUs that will vest in September 2026)

During FY26, the Company delivered continued gross margin expansion (65% in FY26, compared to 60.5% in FY25), launched DistributeRx and continued growth in the Women's Health portfolio.

Your Board is committed to an executive remuneration framework that is focused on aligning shareholder and management interests by adopting a remuneration policy with a significant weighting to at-risk remuneration and equity-based incentives.

Executive Remuneration Structure

Remuneration for KMP is structured as follows: Base Salary + Short Term (Annual) Incentive (STI) + Long Term Incentive (LTI).

In FY26, the Board made some changes to the way that executives receive their STI and LTI. These changes were made to better align the structure of the incentive payments with those commonly seen in the United States, where the executives are based.

From FY26, executive STI is awarded in cash (in prior years, it was awarded 50% in cash and 50% in restricted stock units (RSUs) that vested after 12 months). The actual amount of the STI paid is subject to achievement of specific goals set at the beginning of the fiscal year.

Executives receive their LTI grants in the form of performance rights (two-thirds) and RSUs (one third). Performance right vesting is based on achievement of certain Total Shareholder Return (TSR) hurdles, with a single testing point after three years. RSU vesting is based on continued employment, with a single testing point after three years.

We believe 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.

KMP Changes

Mr Shawn Patrick O'Brien stepped down as CEO and Managing Director effective 20 February 2026 (US time) and Mr Aaron Gray was appointed CEO effective 20 February 2026 (US time). Mr Gray was previously the Group CFO.

During the financial year the following non-executive director changes occurred -

Ms Meghan Rivera was appointed 26 June 2026
Mr Frank Condella retired from the Board and Chair role effective 14 January 2026
Mr Patrick Blake resigned 28 February 2026
Mrs Anne Lockwood resigned 28 February 2026
Dr Kathryn MacFarlane resigned 31 May 2026

Remuneration outcomes in FY26

STI awards are determined based upon the achievement of Company goals and individual performance. Company goals were established at the beginning of the fiscal year. The Board works with Management to set goals that are balanced between the financial and strategic objectives of the Company. Individual performance in the role is also considered in determining STI achievement.

For FY26, STI was assessed and paid on a quarterly basis. The Board made the decision to do this in the context of the Cosette transaction as a way of seeking to retain employees during this challenging period.

During FY26, STI was paid out at 68.25% of target. Mr O'Brien received STI for the first two quarters of FY26. No deferred STI awards relating to FY25 were granted during FY26 as performance criteria was not achieved.

During FY26, the following incentives vested:

- Deferred STI awards (RSUs) relating to FY24 that were granted to the CEO and CFO during FY25
- A portion (80%) of the LTI awards granted to the CEO and CFO during FY23, as the performance conditions were partially met.

At the date of this report, any remaining LTI awards held by the former CEO Mr O'Brien, remain unvested. These unvested LTI instruments will be tested against applicable performance conditions at the relevant testing dates and will only vest if those performance conditions are met.

In FY26, the Board implemented a Clawback Policy which establishes a framework under which the Company may apply clawback in relation to incentive compensation. The policy is designed to reinforce the alignment of incentive compensation outcomes with the Group's performance, values, risk management framework and long term interests of shareholders, deter conduct that is inappropriate, unethical or inconsistent with the Company's Code of Conduct and corporate policies and protect the Group, the shareholders and other stakeholders from adverse consequences of

misconduct, material risk failures and financial restatements. A copy of the policy can be found in the corporate governance page of the company's website.

Your Board will continue to regularly review the remuneration framework to ensure the framework aligns with rewarding executives for delivery of strategy and shareholder value creation and the right outcomes are being delivered and rewarded.

We hope you find this report explains our remuneration structure and welcome any feedback you may wish to provide.

Yours sincerely



Ann Custin
Chair, Remuneration and People Committee

## Remuneration Report (Audited)

This report outlines the specific remuneration arrangements in place for the KMP. KMP are those persons in the Group having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

This Report forms part of the Directors' Report and has been audited in accordance with section 300A of the Corporations Act 2001. Amounts presented within the remuneration report are in Australian dollars unless otherwise stated.

### 1. KEY MANAGEMENT PERSONNEL

The information below outlines the KMP of the Group during the current financial period. Unless otherwise indicated, the individuals were KMP for the entire financial year and up until the date of this report. The Group considers executive KMP as those executives with global responsibilities for business strategy and performance as well as guiding strategic allocation of resources and capital.

Non-Executive Directors:

- Prof Bruce Robinson, AM (Chair from 14 January 2026)
- Ms Ann Custin
- Mr David Petrie
- Ms Meghan Rivera (appointed 26 June 2026)

- Mr Frank Condella (retired from the Board and Chair role effective 14 January 2026)
- Mr Patrick Blake (resigned 28 February 2026)
- Mrs Anne Lockwood (resigned 28 February 2026)
- Dr Kathryn MacFarlane (resigned 31 May 2026)

Executive Director:

- Mr Shawn Patrick O'Brien - stepped down as Managing Director and Chief Executive Officer (CEO) effective 20 February 2026 (US time)

Other executive KMP:

- Mr Aaron Gray - Chief Executive Officer (CEO) effective 20 February 2026 (US time) and previously Chief Financial Officer (CFO)

### 2. REMUNERATION GOVERNANCE AND REMUNERATION POLICY

**Governance framework**

The Board is responsible for setting the strategic direction and objectives of the Company, establishing goals for management and monitoring the achievement of those goals. The Board ensures that it has procedures in place to assess the performance of the Chief Executive Officer and is responsible for evaluating and rewarding senior management (including determining their remuneration and incentive policies).

The Remuneration and People Committee (RPC) reviews remuneration arrangements for the Directors, members of the KMP and the balance of the CEO's direct reports and makes recommendations to the Board of Directors for consideration and final approval. The RPC is made up of three Non-Executive Directors. The CEO, CFO and the Vice President, Global Head of Human Resources attend meetings as required at the invitation of the Committee Chair.

The RPC assesses the appropriateness and effectiveness of remuneration policies for Directors and Officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and executive team. Full responsibilities of the RPC are outlined in its Charter, which is available on the Mayne Pharma website.

To ensure the RPC is fully informed when making remuneration decisions it seeks advice from the Company's Vice President, Global Head of Human Resources as well as specialist advice from external remuneration advisers. No remuneration recommendations (as defined under the Corporations Act 2001) were made during the year.

**Remuneration Policy**

Primarily, the Board links the nature and amount of KMP and other senior executives' remuneration to the Company's financial and operational performance. Given the nature of the industry and the markets in which the Company operates the review of performance can also give regard to elements such as the commercialisation of the Company's projects, progress with business development activities, relationships with sales and marketing partners, and other collaborations.

Remuneration elements include fixed annual remuneration (FAR), short-term incentives (STI) and long-term incentives (LTI). Both FAR and total remuneration are benchmarked to ensure market competitiveness. As a result of this structure, a stronger proportion of total remuneration has been in the form of performance-based incentives which is aligned to shareholders' interests.

Remuneration paid to the Company's Directors and senior executives is determined with reference to the market level of remuneration for other listed development, pharmaceutical and manufacturing companies in the US and Australia. Specific roles are also benchmarked against similar roles in other listed companies with similar market capitalisation to Mayne Pharma. This assessment is undertaken with reference to published information provided by various executive search firms operating in the sector and by reference to the competitive environment.

**Corporate governance policies related to remuneration**

Mayne Pharma's remuneration framework is supported by several corporate governance policies related to remuneration, including the following:

**Securities Trading Policy:** Mayne Pharma's Securities Trading Policy applies to all Directors, KMP and other employees of the Group. The policy sets out the insider trading laws that all Directors and employees must comply with, and specific trading restrictions that KMP must comply with, such as obtaining approval prior to trading in Mayne Pharma securities and not trading within blackout periods, other than with approval in exceptional circumstances, as set out in the policy.

**Minimum Shareholding Policy for NEDs:** In FY18, the Board introduced a minimum shareholding policy for Non-Executive Directors. The policy outlines an expectation that Non-Executive Directors will accumulate at least 1x base remuneration in Mayne Pharma shares within the first three years following their appointment. The Board believes this will ensure close alignment between Non-Executive Directors and shareholders over the long term, particularly for new appointees.

## 3. EXECUTIVE KMP REMUNERATION AT A GLANCE

Below is the current remuneration detail of the CEO and CFO. The CEO and CFO are paid in US dollars as they are both resident in the United States. Amounts paid to the CEO and CFO during FY26 and the prior comparable period have been converted to Australian dollars based on an average FX rate for disclosure purposes within this report.

| | |
|---|---|
| **CEO** | • Fixed annual remuneration US$600,000<br>• Short-term incentive. Value up to 50% of FAR at target (stretch goal 65% of FAR)<br>• A long-term incentive grant of 150% of FAR (Mr Gray's participation in the FY26 LTI program was pro-rated based on his time in the CEO and CFO roles during FY26).<br>• Sign-on as CEO award of RSUs value US$300,000 which vested on issue<br><br>• 80% of the LTIs issued in FY23 (when Mr Gray was CFO) vested during FY26<br>• Deferred STI issued in FY25 (related to FY24 performance) vested during FY26<br>• Retention award of US$388,125 issued in December 2025 following termination of Cosette transaction (30% awarded in cash; 70% awarded in RSUs vesting on 1 September 2026) |
| **CFO*** | • Fixed annual remuneration US$400,000<br>• Short-term incentive. Value up to 40% of FAR at target<br>• A long-term incentive grant of 100% of FAR<br>• Sign-on award of RSUs valued at US$60,000, to be paid on the six-month anniversary of the start date |

* Mr Griffin Buchanan commenced as CFO on 1 August 2026 (after the end of the current financial period).

## Remuneration Report (Audited)

### 4. ELEMENTS OF EXECUTIVE KMP REMUNERATION

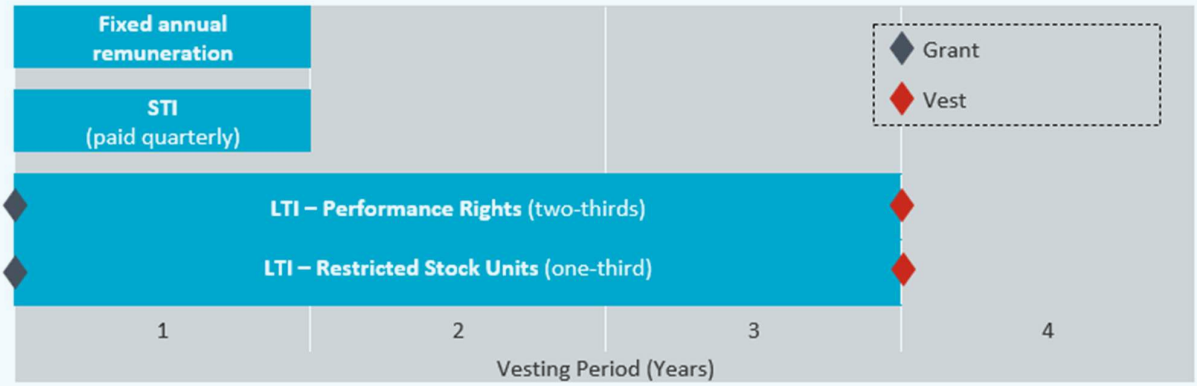
Executive KMP remuneration is delivered through the following elements:

- Fixed remuneration, comprising a base remuneration package which includes salary; and
- Performance-linked remuneration comprised of:
  - an STI which is designed to incentivise the achievement of short-term goals, and
  - an LTI which rewards sustained value creation for our shareholders.

| | Fixed elements | Performance-linked elements | |
|---|---|---|---|
| | **Fixed Annual Remuneration (FAR)** | **Short-Term Incentive (STI)** | **Long Term Incentive (LTI)** |
| **Purpose** | Attract, retain and engage talent to deliver Mayne Pharma's strategy. | Reward performance against annual business goals | Alignment to longer term performance of Mayne Pharma, ensuring key executives of Mayne Pharma are focussed on long-term growth of shareholder value. |
| **Structure** | Cash – salary | From FY26, 100% delivered as cash<br><br>In prior years, STI was 50% cash and 50% delivered as deferred equity (RSUs) | From FY26, two-thirds provided as performance rights<br>One-third provided as Restricted Stock Units (RSUs) |
| **Approach** | Paid throughout the year.<br><br>Fixed remuneration levels for KMP and other senior executives are reviewed annually by the Board through a process that considers personal development, achievement of key performance objectives for the year, internal relativities, industry benchmarks wherever possible and CPI data.<br><br>In determining fixed remuneration, the Board has considered the scale and complexity of the operations of Mayne Pharma, and the remuneration paid to comparable roles in other listed pharmaceutical marketing and manufacturing companies in Australia and the US. Specific roles are also benchmarked against similar roles in other listed companies with similar market capitalisation to Mayne Pharma, both in Australia and the US. | The actual amount of STI paid is subject to achievement of specific goals set at the beginning of the fiscal year.<br><br>The short-term incentive program requires that the KMP be an employee in good standing at the time of payment.<br><br>In FY26, the STI was assessed and paid on a quarterly basis as a method of retaining employees during a challenging period involving the Cosette transaction and subsequent termination. | Delivered as equity (mixture of performance rights and RSUs) through award of annual grants under the Omnibus Equity Incentive Plan (**OEIP**).<br><br>Vesting of RSUs is based on continued employment throughout the vesting period.<br><br>Vesting of performance rights is based on the absolute Total Shareholder Return (TSR) measured over the relevant vesting period, 20% vesting if a TSR Compound Annual Growth Rate (CAGR) of 8% is achieved, rising to 100% vesting for achievement of a TSR CAGR of 15%. Vesting occurs on a straight-line basis for performance between these two points.<br><br>For the FY26 grant, the base test price used to determine vesting was set at $2.83.<br><br>The actual value the participant receives in relation to the performance rights and RSUs is linked to the share price at the date of exercise. |

**Overview of KMP remuneration elements**

The three elements of remuneration are outlined below:



Details of the relevant opportunities under the performance-based remuneration for executive KMP in FY26 were as follows (all percentages of base salary). Mr Gray's STI and LTI opportunities were pro-rated during FY26 for his time in each role.

| | | STI | | LTI (face value) | Total Variable | |
|---|---|---|---|---|---|---|
| | | Target | Stretch | | Target | Stretch |
| **Mr Shawn Patrick O'Brien** | **Chief Executive Officer** (1 Jul 2025 – 20 Feb 2026) | 50% | 60% | 150% | 200% | 210% |
| **Mr Aaron Gray** | **Chief Financial Officer** (1 Jul 2025 – 20 Feb 2026) | 50% | 60% | 100% | 150% | 160% |
| | **Chief Executive Officer** (21 Feb 2026 – 30 Jun 2026) | 50% | 65% | 150% | 200% | 215% |

**Short-Term Incentive (STI)**

Set out below is an overview of the STI framework.

| STI Feature | Description | Rationale |
|---|---|---|
| Overview | Short-term incentive with target set as a percentage of base salary. | The overall structure (fixed remuneration, STI and LTI) is simple and aligns with market practice both in Australia and the US. |
| Performance period | 1 year | A one year period allows the Board to set annual goals. |
| Performance / vesting conditions | Targets determined at the commencement of each performance year, making up a balanced scorecard of:<br>• Group Financial goals, and<br>• Strategic goals<br><br>Performance against targets is typically measured at the end of each performance year, and ranked against a threshold, target and stretch goal. | The balanced scorecard ensures that the KMP have an obligation to focus on both financial and strategic goals (such as internal business processes) to continuously improve both strategic performance and results.<br><br>In FY26, the STI was assessed and paid on a quarterly basis as a method of retaining employees during a challenging period involving the Cosette transaction and subsequent termination. |

Overall, STI was paid out at 68.25% of target for FY26.

**Long-term Incentive (LTI)**

Remuneration packages for KMP and senior executives include an entitlement to long-term incentives through the award of annual grants. The incentives received by participants under the LTI are linked to the long-term success of the Company. KMP and senior executives are granted Performance Rights and RSUs under the Company's Omnibus Equity Incentive Plan (OEIP). Two-thirds of the LTI awarded to KMP is issued as Performance Rights and one-third is issued as RSUs. Performance Rights and RSUs give participants an interest in the value of underlying shares, subject to the satisfaction of vesting conditions. Participants do not have any voting rights or rights to dividends paid on shares while the participant holds a Performance Right or RSU.

RSUs vest three years after issue provided that the KMP remains employed at the date of vesting (subject to the leaver treatment outlined below).

Performance Rights vest three years after issue if the performance conditions are met and the KMP remains employed at the date of vesting (subject to the leaver treatment outlined below).

The base test price for Performance Rights is determined by the VWAP over five days around the base test date. The base test date for FY26 was 2 May 2026.

The vesting condition is based on absolute Total Shareholder Return (TSR) Compound Annual Growth Rate (CAGR) measured over the relevant vesting period.

- 20% vesting if a TSR CAGR of 8% is achieved
- 100% vesting if a TSR CAGR of 15% is achieved
- Vesting occurs on a straight-line basis for performance between these two points.

## Remuneration Report (Audited)

*Required growth rates for vesting*

The table below illustrates the required growth rates at a TSR CAGR of 8% pa and a TSR CAGR of 15% for the FY26 grant which would represent 20% vesting and 100% vesting respectively:

| | Absolute TSR CAGR | Vesting | Performance required at testing date (~3 years after grant) |
|---|---|---|---|
| Threshold performance | TSR CAGR 8% | 20% vesting | TSR +26% from base year |
| Target performance | TSR CAGR 15% | 100% vesting | TSR +52% from base year |

*Treatment of leavers*

"Good Leavers" (being individuals that retire after at least 3 years of working for the Company and are at least 55 years of age, are made redundant, are terminated without cause, resign after 7 years and do not work for a competitor or leave due to severe illness or death) are entitled to retain all vested LTI, plus a portion of any unvested LTI (calculated by reference to the portion of the vesting period that has elapsed at the date of departure).

In other circumstances, the LTI instruments are forfeited.

*Hedging of equity awards*

The Company prohibits KMP from entering into arrangements to protect the value of unvested equity awards. The prohibition includes entering into contracts to hedge their exposure to options or ESLS shares awarded as part of their remuneration package.

### 5. GROUP PERFORMANCE

In considering the Group's performance, the Board has regard to a broad range of factors primarily related to financial and operational performance. Given the nature of the industry and the markets in which the Company operates the review of performance can also give regard to elements such as the commercialisation of the Company's projects, progress with business development activities, relationships with sales and marketing partners, and other collaborations.

The following table outlines key statistics reported by the Company over the last five years to 30 June 2026 (EPS adjusted for the 20:1 consolidation):

| | 2026 | 2025 | 2024 | 2023 | 2022 |
|---|---|---|---|---|---|
| Total revenue ($000) | 383,676 | 408,095 | 388,399 | 183,586 | 157,147 |
| NPAT ($000) attributable to Mayne Pharma shareholders | 24,473 | (93,836) | (174,233) | (317,443) | (220,088) |
| Basic EPS (post consolidation basis) | $0.31 | ($1.19) | ($2.19) | ($3.86) | ($2.55) |
| Share price (30 June) (post consolidation basis) | $2.79 | $5.00 | $4.71 | $4.40 | $5.00 |
| Dividends per share (cents) (post consolidation basis) | - | - | - | 54 cents | - |

Above values are based on continuing operations.

As part of the Board's commitment to align remuneration with Company performance, employee performance is reviewed annually against agreed performance objectives set prior to the commencement of the financial year.

The Board (through the RPC) agrees objectives for the evaluation of the CEO. The performance of the CEO against the agreed objectives is reviewed by the Chair on behalf of the Board. The performance of the other KMP and other senior executives is reviewed by the CEO and reported to, and discussed by, the Board. Performance reviews take place shortly after the end of the financial year.

As outlined in this report, the Company has implemented a broader based LTI program for senior management. This plan places a significant percentage of remuneration at risk and more closely aligns employee remuneration with the earnings growth of the Company.

At the date of this report, the Company has 363 (or 78%) current staff participating in long term incentive schemes, either through the performance rights and option plan or the omnibus equity incentive plan. In addition to the Company's regular LTI grant, 318 qualifying employees received an award of 1,000 RSUs with a 12-month vesting period. These RSUs were issued to employees who were not already participating in a long-term incentive or other equity-based compensation program in an effort to align employee performance with the longer term growth of Mayne Pharma.

## 6. EXECUTIVE KMP REMUNERATION

### A) KMP STATUTORY REMUNERATION TABLES

The following table discloses executive KMP remuneration during the year ended 30 June 2026 and the prior corresponding period as required by the Corporations Act:

| | | SHORT-TERM BENEFITS | | | | POST-EMPLOYMENT BENEFITS | SHARE-BASED PAYMENTS | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | SALARY $ | SHORT TERM INCENTIVE $ | TERMINATION BENEFITS[3] $ | OTHER BENEFITS[4] $ | SUPER-ANNUATION $ | DEFERRED STI – PERFORMANCE RIGHTS[5] $ | PERFORMANCE RIGHTS $ | TOTAL $ | PROPORTION RELATED TO PERFORMANCE % |
| Mr A Gray (CEO formerly CFO) | **2026** | **1,050,781**[2] | **265,904** | **-** | **29,301** | **12,306** | **14,077** | **905,875**[1,2] | **2,279,245** | **52.1** |
| | 2025 | 802,964 | - | - | 28,271 | 9,176 | 81,555 | 297,017 | 1,218,983 | 31.1 |
| Mr S O'Brien (former CEO) | **2026** | **907,359** | **345,656** | **663,423** | **245,882** | **17,739** | **11,679** | **527,598** | **2,719,337** | **32.5** |
| | 2025 | 972,823 | - | - | 256,941 | 14,271 | 67,666 | 818,106 | 2,129,807 | 39.5 |
| **Total** | **2026** | **1,958,141** | **611,560** | **663,423** | **275,183** | **30,045** | **25,756** | **1,434,473** | **4,998,581** | |
| | 2025 | 1,775,787 | - | - | 285,212 | 23,447 | 149,221 | 1,115,123 | 3,348,790 | |

1. Mr Gray received a sign-on bonus as CEO of RSUs valued at US$300,000 during the reporting period (included in share-based payments in FY26).
2. Mr Gray also received discretionary cash bonuses of US$50,000, a retention cash award of US$116,438 (both included in salary) and a retention RSU grant valued at $404,663 with $302,259 included in share-based payments for FY26. The retention RSUs vest in September 2026.
3. Mr O'Brien received a termination benefit of US$450,000.
4. Other benefits include health insurance benefits (typical for US employees). For the former CEO, other short-term benefits include car lease payments, rental allowances, medical related payments and other relocation costs. Relocation / travel expenses were renegotiated during FY24 with the CEO receiving on-going accommodation and travel expenses to/from his home state based on actual costs incurred, capped at US$6,000 per month.
5. The deferred STI performance rights expense relates to the FY24 STI grant which vested during FY26.
6. The CEO and CFO do not accrue annual leave or long service leave entitlements however are entitled to leave days upon request.
7. Mr O'Brien and Mr Gray's salary and other benefits are paid in USD and have been translated at average fx rate of 0.6783.

Retention arrangements

At the time of and as a result of the Scheme Implementation Deed (SID) with Cosette, certain retention arrangements were put in place for a number of Mayne Pharma employees including the CEO and CFO. As at 30 June 2025 Mr Gray was eligible to receive a retention bonus amount of US$375,000, to be paid in two equal instalments: the first to be paid at closing of the transaction and the second to be paid 6 months after closing.

Following the termination of the SID in December 2025, the Board determined that it was important to ensure the retention of key employees and determined to pay the retention bonus to Mr Gray of US$375,000, paid 30% cash / 70% RSUs, which will vest on 1 September 2026 subject to continued employment.

### B) EMPLOYMENT CONTRACTS

Remuneration and other key terms of employment for the CEO and CFO are formalised in service agreements. The service agreements specify the components of remuneration, benefits, notice periods and termination provisions.

The table below provides details of the executive KMP service agreements:

| NAME | TERM OF AGREEMENT | BASE SALARY[1,2] | NOTICE PERIOD | INCENTIVE ARRANGEMENTS | TERMINATION BENEFITS |
|---|---|---|---|---|---|
| Mr A Gray<br>*Chief Executive Officer* | On-going commencing 20 February 2026 | US$624,000 | 90 days | Entitlement to earn a STI based on Company performance and specific Company objectives of up to 50% of FAR at target. Entitlement to participate in LTI share plan. The value of the LTI is based on 150% of fixed remuneration. | Nil if for serious misconduct. If employment is terminated without cause, entitled to a payment equal to 12 months' pay. |
| Mr G Buchanan<br>*Chief Financial Officer* | On-going commencing 1 August 2026 | US$400,000 | 30 days | Entitlement to earn a STI based on Company performance and specific Company objectives of up to 40% of FAR at target. Entitlement to participate in LTI share plan. The value of the LTI is based on 100% of fixed remuneration. | Nil if for serious misconduct. If employment is terminated without cause, entitled to a payment equal to 6 months' pay. If employment is terminated due to change of control, entitled to a payment equal to 12 months' pay. |

1. Base salary quoted is for a 12-month period (1 July 2026 – 30 June 2027) and is current and is reviewed annually by the Remuneration and People Committee and the Board.
2. In addition to their base salary, the CEO and CFO receive health insurance benefits (typical for US employees).

## Remuneration Report (Audited)

**NON-EXECUTIVE DIRECTORS' REMUNERATION**

Total remuneration for Non-Executive Directors (NED) is determined by resolution of shareholders. The maximum available aggregate cash remuneration for Non-Executive Directors of A$1,800,000 was approved at the 2018 Annual General Meeting. Non-Executive Directors do not receive retirement benefits other than a superannuation guarantee contribution required by government regulation for Australian Directors, which was 12.0% of their fees for FY26, except where a Non-Executive Director elects to have their fees paid as contributions to a superannuation fund.

NED fee arrangements are designed to appropriately compensate suitably qualified directors with appropriate experience and expertise to discharge their responsibilities. In FY26, the Board had two committees for which fees were payable. The Board reviews the fees on an annual basis with reference to market rates in Australia and the US. NEDs are also required to comply with the Minimum Shareholding Policy for NED, described above.

NED fees as at the date of this report are detailed in the table below. The amounts for Australian-based Directors include superannuation.

| | Board | Audit and Risk Committee | Science, Technology and Medicine Committee* | Remuneration and People Committee | Nominations Committee |
|---|---|---|---|---|---|
| Chair | US$180,000 | US$22,000 | Nil (prior to 1 July 2026, US$12,000) | US$13,000 | Nil |
| Director | US$118,800 | US$11,000 | Nil (prior to 1 July 2026, US$8,800) | US$5,000 | Nil |

* Following reduction in Board size, the Board has determined that the topics previously reviewed and considered by the Science, Technology and Medicine Committee will be reviewed by the full Board. As a result of this, the Science, Technology and Medicine Committee was wound up with effect from 1 July 2026.

Non-Executive Directors may provide specific consulting advice to the Group upon direction from the Board. Remuneration for this work is made at market rates. No such consulting advice was provided to the Company during the year or the prior year. For the avoidance of doubt, the amounts in the table below are in Australian dollars.

| | YEAR | DIRECTORS' FEES $ | SUPERANNUATION $ | TOTAL[1] $ |
|---|---|---|---|---|
| **Prof B Robinson[5]** | **2026** | **198,767** | **23,852** | **222,619** |
| | 2025 | 188,170 | 21,640 | 209,810 |
| **Ms A Custin[3]** | **2026** | **208,657** | **-** | **208,657** |
| | 2025 | 221,713 | - | 221,713 |
| **Mr D Petrie[2]** | **2026** | **173,607** | **20,833** | **194,440** |
| | 2025 | 186,785 | 21,480 | 208,265 |
| **Ms M Rivera[6]** | **2026** | **-** | **-** | **-** |
| | **2025** | **-** | **-** | **-** |
| **Mr F Condella** | **2026** | **156,716** | | **156,716** |
| | 2025 | 285,339 | - | 285,339 |
| **Mr P Blake[2]** | **2026** | **138,731** | **-** | **138,731** |
| | 2025 | 205,018 | - | 205,018 |
| **Mrs A Lockwood[2]** | **2026** | **116,871** | **14,025** | **130,896** |
| | 2025 | 186,169 | 21,409 | 207,578 |
| **Dr K MacFarlane[4]** | **2026** | **175,030** | **-** | **175,030** |
| | 2025 | 205,952 | - | 205,952 |
| **Totals** | **2026** | **1,168,379** | **58,710** | **1,227,089** |
| | 2025 | 1,479,146 | 64,529 | 1,543,675 |

1. Movements in remuneration are subject to changes in foreign exchange rates.
2. Mr Blake, Mr Petrie and Mrs Lockwood's fees include amounts paid as members of the Audit and Risk Committee. Mr Blake and Ms Lockwood both resigned from the Board effective 28 February 2026.
3. Ms Custin's fees include amounts paid as Chair of the Audit and Risk Committee and Chair of the Remuneration and People Committee.
4. Dr MacFarlane's fees include amounts paid as a member of the Science, Technology and Medical Committee. Dr MacFarlane resigned from the Board effective 31 May 2026.
5. Professor Robinson's fees include amounts paid as Chair of the Science, Technology and Medical Committee (prior to 14 January 2026) and Chair of the Board from 14 January 2026.
6. Ms Rivera joined the board 26 June 2026.

**7. VALUE OF EQUITY INSTRUMENTS GRANTED TO KMP**

**Options awarded, vested, exercised and lapsed**

Other than LTIs issued under the PROP or the OEIP as disclosed below, no KMP held options during FY26 and no options were granted to KMP or modified during the period.

**Performance Rights awarded, vested, exercised, cancelled and lapsed**

The number and value of outstanding performance rights granted to KMP is set out below:

| | PROGRAM | GRANT DATE | EXPIRY DATE | NUMBER HELD AT 1 JULY 2025 | NUMBER GRANTED DURING YEAR | NUMBER LAPSED OR CANCELLED DURING THE YEAR | NUMBER EXERCISED DURING THE YEAR | NUMBER HELD AT 30 JUNE 2026 | VALUE OF OPTIONS AT GRANT DATE $ | VALUE OF OPTIONS INCLUDED IN COMPENSATION FOR THE YEAR $ |
|---|---|---|---|---|---|---|---|---|---|---|
| Mr A Gray | FY23 LTI | 10 Mar 2023 | 1 Sep 2027 | 145,641 | - | (29,129) | (116,512) | - | 271,912 | 18,608 |
| | FY24 LTI | 14 Sep 2023 | 1 Sep 2028 | 168,050 | - | - | - | 168,050 | 247,538 | 83,427 |
| | FY24 LTI | 6 Sep 2024 | 1 Sep 2029 | 159,500 | - | - | - | 159,500 | 380,567 | 127,438 |
| | Deferred STI | 6 Sep 2024 | 1 Sep 2027 | 38,435 | - | - | (38,435) | - | 177,185 | 14,077 |
| | FY26 retention [2] | 30 Dec 2025 | 1 Sep 2028 | - | 128,058 | - | | 128,058 | 404,663 | 302,259 |
| | FY26 CEO sign-on[3] | 26 June 2026 | 1 May 2028 | - | 151,439 | - | - | 151,439 | 375,145 | 375,145 |
| Mr S O'Brien | FY23 LTI | 30 Nov 2022 [1] | 1 Sep 2027 | 364,103 | - | (72,821) | (291,282) | - | 1,104,324 | 68,060 |
| | FY24 LTI | 8 Dec 2023 | 1 Sep 2028 | 266,737 | - | (29,638) | - | 237,100 | 679,292 | 242,056 |
| | FY25 LTI | 2 Dec 2024 | 1 Sep 2029 | 301,455 | - | (133,980) | - | 167,475 | 350,023 | 217,482 |
| | Deferred STI | 2 Dec 2024 | 1 Sep 2027 | 35,170 | - | - | (35,170) | - | 147,011 | 11,679 |
| | | | | 1,479,091 | 610,028 | (265,568) | (481,399) | 1,342,152 | 4,772,411 | 1,463,278 |

1. For accounting purposes, the grant was considered to have occurred upon AGM approval for the grant although the LTI instruments were not actually allocated to Mr O'Brien until 10 March 2023 (and hence provided on a post consolidation basis) and the grant hurdle price was determined based on a VWAP in March 2023.
2. The fair value of the performance rights granted during the year was $3.16 each.

The CEO sign-on award was exercisable 30 June 2026. None of other the outstanding awards were vested or exercisable as at 30 June 2026.

## 8. SHARES ISSUED TO OR HELD BY KMP

The number of shares issued to KMP on the exercise of options or performance rights during the year ended 30 June 2026 was 481,399. These related to Mr O'Brien's and Mr Gray's deferred component of their FY24 STI award (73,605), Mr O'Brien's and Mr Gray's FY23 LTI awards of which 80% vested (407,794).

**Movements in shares**

The movement during FY25 and FY26 in the number of ordinary shares in the Company held, directly, indirectly or beneficially, by each KMP including their related parties at reporting date, is as follows:

| | HELD AT 30 JUNE 2024 NUMBER | OTHER CHANGES DURING FY25 NUMBER | HELD AT 30 JUNE 2025 NUMBER [1] | OTHER CHANGES DURING FY26 NUMBER | HELD AT 30 JUNE 2026 NUMBER [1] |
|---|---|---|---|---|---|
| **Directors** | | | | | |
| Prof B Robinson | 31,745 | (15,102) [1] | 16,643 | - | 16,643 |
| Ms A Custin | 21,362 | - | 21,362 | - | 21,362 |
| Mr D Petrie | - | - | - | - | - |
| | **53,107** | **(15,102)** | **38,005** | **-** | **38,005** |
| **Other KMP** | | | | | |
| Mr A Gray | 51,682 | 30,009 | 81,691 | 103,643 | 185,334 |
| **Total KMP** | **104,789** | **14,907** | **119,696** | **103,643** | **223,339** |

1. The reduction in shares held by Professor Robinson occurred in February 2022 but was not notified to ASX until May 2025.

This concludes the remuneration report which has been audited.

This Directors' Report is signed in accordance with a resolution of the Directors.

Dated at Melbourne, Australia this 27th day of August 2026.

**Prof Bruce Robinson**
Chair

# Auditor's Independence Declaration

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**DECLARATION OF INDEPENDENCE BY BENJAMIN LEE TO THE DIRECTORS OF MAYNE PHARMA GROUP LIMITED**

As lead auditor of Mayne Pharma Group Limited for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Mayne Pharma Group Limited and the entities it controlled during the period.

**Benjamin Lee**
**Director**

**BDO Audit Pty Ltd**

Melbourne, 27 August 2026

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

# Corporate Governance **Website**

Important information relating to the Company's corporate governance policies and practices are set out on the Company's website at http://www.maynepharma.com/corporate-governance/.

The Company has adopted the ASX Corporate Governance Council 4th Edition Corporate Governance Principles and Recommendations. The recommendations allow companies to publish Corporate Governance information on their websites rather than include the information in the Annual Report.

The following documents are available on the Mayne Pharma website:

- Corporate Governance Statement
- Anti-bribery & Anti-corruption Policy
- Audit & Risk Committee Charter
- Board Charter
- Business Code of Conduct
- Clawback Policy
- Diversity Policy
- Market Disclosure Policy
- Misconduct & Whistleblowing Policy
- Modern Slavery Report
- Nomination Committee Charter
- Remuneration & People Committee Charter
- Science, Technology & Medical Committee Charter
- Securities Trading Policy
- Supplier Code of Conduct

# Consolidated Statement of **Profit or Loss and Other Comprehensive Income**

For the year ended 30 June 2026

| | NOTE | CONSOLIDATED 2026 $'000 | 2025 $'000 |
|---|---|---|---|
| **Revenue from contracts with customers** | | | |
| Sale of goods | | 352,346 | 364,154 |
| Services revenue | | 26,024 | 42,356 |
| License fee revenue | | - | 365 |
| Royalties revenue | | 5,306 | 1,220 |
| **Revenue** | 2 | **383,676** | **408,095** |
| Cost of sales and services | 2, 4 | (135,608) | (160,821) |
| **Gross profit** | | **248,068** | **247,274** |
| | | | |
| Interest income | | 3,678 | 4,914 |
| Other income | 3 | 390 | 1,724 |
| Earn-out and deferred consideration liabilities reassessments | 17 | 125,593 | (16,555) |
| Research, development medical and regulatory affairs expenses | | (20,748) | (17,909) |
| Impairments | | (165) | - |
| Marketing and distribution expenses | | (139,610) | (136,849) |
| Administration expenses and other expenses | 4 | (136,025) | (128,567) |
| Finance expenses - other | 4 | (5,305) | (5,011) |
| Foreign exchanges gains /(losses) related to financing activities | 4 | (5,897) | 2,474 |
| Finance expenses – related to earn-outs and deferred consideration liabilities discount unwind | 4 | (34,220) | (34,791) |
| **Profit / (loss) before income tax** | | **35,759** | **(83,296)** |
| Income tax credit / (expense) | 5 | (4,561) | (6,775) |
| **Net profit / (loss) from continuing operations after income tax** | | **31,198** | **(90,071)** |
| | | | |
| **Discontinued operations** | | | |
| Net profit / (loss) from discontinued operations after income tax | 6 | (6,725) | (3,765) |
| | | | |
| **Net profit / (loss) for the period attributable to equity holders of the Parent** | | **24,473** | **(93,836)** |
| | | | |
| **Other comprehensive income/(loss) for the period, net of tax** | | | |
| Items that may be reclassified to profit or loss in future periods | | | |
| Exchange differences on translation | | (10,342) | 6,577 |
| Income tax effect | | 1,946 | (777) |
| **Total comprehensive income / (loss) for the period attributable to equity holders of the Parent** | | **16,077** | **(88,036)** |
| | | | |
| Basic earnings per share | 7 | $0.31 | ($1.19) |
| Diluted earnings per share | 7 | $0.21 | ($1.19) |
| Earnings per share from continuing operations: | | | |
| Basic earnings (loss) per share from continuing operations | 7 | $0.39 | ($1.14) |
| Diluted earnings (loss) per share from continuing operations | 7 | $0.27 | ($1.14) |

**This statement is to be read in conjunction with the accompanying notes.**

# Consolidated Statement of **Financial Position**

As at 30 June 2026

| | NOTE | CONSOLIDATED 2026 $'000 | 2025 $'000 |
|---|---|---|---|
| **Current assets** | | | |
| Cash and cash equivalents | 22 | 80,003 | 59,839 |
| Trade and other receivables | 8 | 174,588 | 180,643 |
| Inventories | 9 | 55,493 | 50,561 |
| Income tax receivable | | 1,041 | 1,257 |
| Other financial assets | 10 | 2,245 | 42,934 |
| Other current assets | 11 | 26,109 | 17,558 |
| **Total current assets** | | **339,479** | **352,792** |
| **Non-current assets** | | | |
| Other non-current assets | 11 | 14,589 | 15,409 |
| Property, plant and equipment | 12 | 51,258 | 53,142 |
| Right-of-use assets | 13 | 3,850 | 5,727 |
| Deferred tax assets | 5 | 37,217 | 41,764 |
| Intangible assets | 14 | 463,053 | 545,771 |
| **Total non-current assets** | | **569,967** | **661,813** |
| **Total assets** | | **909,446** | **1,014,605** |
| **Current liabilities** | | | |
| Trade and other payables | 15 | 194,041 | 174,304 |
| Interest-bearing loans and borrowings | 16 | 41,645 | 38,616 |
| Other financial liabilities | 17 | 13,911 | 37,657 |
| Provisions | 18 | 10,339 | 10,434 |
| **Total current liabilities** | | **259,936** | **261,011** |
| **Non-current liabilities** | | | |
| Interest-bearing loans and borrowings | 16 | 1,552 | 2,655 |
| Other financial liabilities | 17 | 251,595 | 371,404 |
| Deferred tax liabilities | 5 | 4,885 | 8,795 |
| Provisions | 18 | 537 | 457 |
| **Total non-current liabilities** | | **258,568** | **383,311** |
| **Total liabilities** | | **518,505** | **644,322** |
| **Net assets** | | **390,941** | **370,283** |
| **Equity** | | | |
| Contributed equity | 19 | 1,229,773 | 1,225,979 |
| Reserves | 20 | 177,677 | 185,286 |
| Accumulated losses | 21 | (1,016,509) | (1,040,982) |
| **Total equity** | | **390,941** | **370,283** |

**This statement is to be read in conjunction with the accompanying notes.**

# Consolidated Statement of **Cash Flows**

For the year ended 30 June 2026

| | NOTE | CONSOLIDATED 2026 $'000 | 2025 $'000 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Receipts from customers | | 707,292 | 731,979 |
| Payments to suppliers and employees | | (680,340) | (685,964) |
| Tax refund / (paid) | | (1,330) | 13,212 |
| Net operating cash flows before Class Action settlement | | 25,622 | 59,227 |
| Scheme costs including litigation (net of recoveries) | | (11,754) | (8,512) |
| Class Action settlement (net of insurance) | | - | (33,246) |
| **Net cash flows from operating activities** | 22 | **13,868** | **17,469** |
| | | | |
| **Cash flows from investing activities** | | | |
| Payments for property, plant and equipment | | (2,945) | (12,276) |
| Receipt of government grant relating to plant and equipment | | - | 1,200 |
| Payments for intangible assets | | (2) | (16,489) |
| Payments for capitalised development costs | | (373) | (224) |
| Earn-out and deferred settlement payments | | (25,726) | (39,773) |
| Investment marketable securities | | - | (512) |
| Redemption of marketable securities | | 39,044 | - |
| **Net cash flows from / (used in) from investing activities** | | **9,998** | **(68,073)** |
| | | | |
| **Cash flows from financing activities** | | | |
| Lease payments | | (3,230) | (3,846) |
| Interest received | | 3,678 | 4,914 |
| Interest paid | | (1,927) | (1,475) |
| Taxes paid relating to RSU's vesting | | - | (148) |
| **Net cash flows (used in) financing activities** | | **(1,479)** | **(556)** |
| | | | |
| **Net increase / (decrease) in cash and cash equivalents** | | **22,387** | **(51,160)** |
| | | | |
| Cash and cash equivalents at the beginning of the period | | 59,839 | 110,068 |
| Effect of exchange rate fluctuations on cash held | | (2,223) | 931 |
| **Cash at the end of the period** | **22** | **80,003** | **59,839** |

**This statement is to be read in conjunction with the accompanying notes.**

# Consolidated Statement of **Changes in Equity**

For the year ended 30 June 2026

| | CONTRIBUTED EQUITY | SHARE-BASED PAYMENTS RESERVE | FOREIGN CURRENCY TRANSLATION RESERVE | OTHER RESERVE | ACCUMULATED LOSSES | TOTAL EQUITY |
|---|---|---|---|---|---|---|
| | $'000 | $'000 | $'000 | $'000 | $'000 | $'000 |
| **Balance at 1 July 2025** | **1,225,979** | **60,960** | **124,326** | **-** | **(1,040,982)** | **370,283** |
| Profit/(loss) for the period | - | - | - | - | 24,473 | 24,473 |
| Other comprehensive income | | | | | | |
| Foreign exchange differences (net of tax) | - | - | (8,396) | - | - | (8,396) |
| **Total comprehensive income for the period** | **-** | **-** | **(8,396)** | **-** | **24,473** | **16,077** |
| **Transactions with owners in their capacity as owners** | | | | | | |
| Share-based payments | - | 4,580 | - | - | - | 4,580 |
| Share options / performance rights exercised | 3,794 | (3,794) | - | - | - | -- |
| **Balance at 30 June 2026** | **1,229,773** | **61,747** | **115,930** | **-** | **(1,016,509)** | **390,941** |
| | | | | | | |
| **Balance at 1 July 2024** | **1,224,224** | **58,584** | **118,526** | **(3,143)** | **(944,003)** | **454,188** |
| Profit/(loss) for the period | - | - | - | - | (93,836) | (93,836) |
| Other comprehensive income | | | | | | |
| Foreign exchange differences (net of tax) | - | - | 5,800 | - | - | 5,800 |
| **Total comprehensive income for the period** | **-** | **-** | **5,800** | **-** | **(93,836)** | **(88,036)** |
| **Transactions with owners in their capacity as owners** | | | | | | |
| Transfer to / from reserves | - | - | - | 3,143 | (3,143) | -- |
| Tax effect of employee performance rights | 324 | - | - | - | - | 324 |
| Taxes paid relating to RSU's vesting | (148) | - | - | - | - | (148) |
| Share-based payments | - | 3,956 | - | - | - | 3,956 |
| Share options / performance rights exercised | 1,579 | (1,579) | - | - | - | -- |
| **Balance at 30 June 2025** | **1,225,979** | **60,960** | **124,326** | **-** | **(1,040,982)** | **370,283** |

**This statement is to be read in conjunction with the accompanying notes.**

# Notes to the
# Consolidated Financial Statements

For the year ended 30 June 2026


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**NOTE 1 – ABOUT THIS REPORT**

Mayne Pharma Group Limited is a company limited by shares incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange. The financial report for the year ended 30 June 2026 was authorised for issue by the Directors on 27 August 2026.

The nature of the operations and principal activities of the Group are described in the Directors' Report.

**A. Basis of preparation**

These financial statements are general purpose financial statements which have been prepared for a "for-profit" enterprise and in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has been prepared on a historical cost basis except for certain financial instruments which have been measured at fair value.

The financial report complies with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance the Corporations Act 2001. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

The financial report is presented in Australian dollars and rounded to the nearest thousand dollars ($'000) (unless otherwise stated) in accordance with ASIC Legislative Instrument 2026/183.

*Changes in presentation*

Where required, items within the June 2025 comparatives have been reclassified to reflect the current presentation and enable better comparison between periods.

**B. Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 30 June 2026. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses if it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets and liabilities of the subsidiary;
- De-recognises the carrying amount of any non-controlling interests;
- De-recognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

**C. Foreign currency**

The Group's consolidated financial statements are presented in Australian dollars, which is also the parent's functional currency. The Group determines the functional currency for each entity and items included in the financial statements of each entity are measured using that functional currency. The functional currency for the US subsidiaries is US dollars.

On consolidation, the assets and liabilities of foreign operations are translated into Australian dollars at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on

translation for consolidation are recognised in equity though Other Comprehensive Income. On disposal of a foreign operation, the component of equity relating to that foreign operation is reclassified to profit or loss as part of the gain or loss on sale.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss except monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

In substance, the Group's net investment in a foreign operation includes loans advanced by the parent entity to the foreign operation where settlement of which is neither planned nor likely to occur within the foreseeable future. Exchange differences arising on such monetary items that have been assessed to form part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity. In the Group's financial statements which include the foreign operation and the reporting entity, such exchange differences are recognised initially in equity though Other comprehensive income and reclassified from equity to profit or loss on disposal of the net investment.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

**D. Other accounting policies**

Material accounting policies that outline the measurement basis used and are relevant to the understanding of the financial statements are provided throughout the notes to the financial statements.

**E. Significant judgements and estimates**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates these judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases these judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions. Significant judgements and estimates are found in the following notes:

| Note | Significant judgements and estimates |
|---|---|
| • Note 2 - Reporting Segments | Revenue recognition (determining variable consideration / 'gross to net' adjustments) |
| • Note 5 - Income tax | Recognition of deferred tax assets and liabilities |
| • Note 8 – Trade and Other Receivables | Customer chargebacks and discounts |
| • Note 9 - Inventories | Obsolescence and net realisable value assessment |
| • Note 14 - Intangible Assets | Impairment and assessment of useful lives |
| • Note 15 - Trade and Other Payables | Customer rebates, returns and loyalty programs |
| • Note 16 – Interest Bearing Loans and Borrowings | Assessment of derivative component of convertible notes |
| • Note 17 - Other Financial Liabilities | Fair value of derivative, earn-out and deferred consideration liabilities |
| • Note 27 - Share-Based Payment Plans | Fair value of equity instruments |

**NOTE 2 – REPORTING SEGMENTS**

A reporting segment (which is also an operating segment) is a component of the Group:

- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group);
- whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions about resources to be allocated to the reporting segment and assess its performance; and
- for which discrete financial information is available.

The Group is organised into reporting segments which are based on products and services delivered and geographical markets.

Reporting segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, a reporting segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

The Consolidated Entity has identified its reporting segments based on the internal reports that are reviewed and used by the CEO (the chief operating decision maker) in assessing performance and in determining the allocation of resources.

The reporting segments are identified by management based on the nature of revenue flows and responsibility for those revenues. Discrete financial information about each of these reporting segments is reported to the chief operating decision maker on at least a monthly basis.

The Consolidated Entity operates in three operating segments, being Women's Health (formerly BPD), Dermatology (formerly PPD) and International. During FY23, the Consolidated Entity sold the MCS segment and the Retail Generics business and has therefore included MCS and Retail Generics in discontinued operations (refer Note 6). The Retail Generics business was previously reported as part of the Portfolio Products Division (PPD) segment which also included Dermatology. Following the Retail Generics sale, the segment is now Dermatology. The comparatives reflect the new segments.

**Dermatology**

The Dermatology division distributes established dermatology products in the US on a portfolio basis.

**Women's Health**

The Women's Health division distributes branded women's health branded products in the US.

**International**

International's revenue and gross profit are derived principally from the Australian manufacture and sale of branded and generic pharmaceutical products globally (ex-US) and the provision of contract development and manufacturing services to third party customers.

The Consolidated Entity reports the following information on the operations of its identified reporting segments:

| | Women's Health $'000 | Dermatology $'000 | International $'000 | TOTAL $'000 |
|---|---|---|---|---|
| **Year ended 30 June 2026** | | | | |
| Sale of goods | 174,270 | 138,698 | 39,378 | 352,346 |
| Services revenue | - | - | 26,024 | 26,024 |
| License fee revenue | - | - | - | - |
| Royalty revenue | - | - | 5,306 | 5,306 |
| Revenue | 174,270 | 138,698 | 70,708 | 383,676 |
| Cost of sales and services | (36,225) | (50,010) | (49,373) | (135,608) |
| Gross profit | 138,045 | 88,688 | 21,335 | 248,068 |
| Direct operating expenses | (80,129) | (44,183) | (16,692) [1] | (141,004) |
| Direct contribution | 57,916 | 44,505 | 4,643 | 107,064 |
| Other income | | | | 390 |
| Earn-out and deferred consideration liabilities reassessments | | | | 125,593 |
| Amortisation of intangible assets | | | | (55,862) |
| Research, development medical and regulatory affairs expenses | | | | (20,748) |
| Restructure, diligence and transaction related costs | | | | (16,495) |
| Finance expenses (net of interest income) | | | | (41,744) |
| Other expenses unallocated | | | | (62,439) |
| (Loss) / Profit before income tax | | | | 35,759 |
| Income tax expense | | | | (4,561) |
| Net (Loss) / Profit for the period - continuing operations | | | | 31,198 |

Note: 1. Direct operating expenses for the International segment include finance function, HR and IT expenses whereas the US segments share such services and hence no allocation for such services has been made to the Women's Health and Dermatology segments.

The three largest customers contributed $126.5m to group revenue for the year ended 30 June 2026.

Approximately 33% of the Group's 2026 revenue (2025: 30%) was derived from the three largest customers which is not unusual for operations in the US pharmaceutical market where most of the branded and generic sales are made to a small number of key wholesale and retail organisations. These three customers trade with both the Dermatology and Women's Health segments. The two largest customers contribute approximately 13% and 11% of the Group revenue.

| | Women's Health $'000 | Dermatology $'000 | International $'000 | TOTAL $'000 |
|---|---|---|---|---|
| **Year ended 30 June 2025** | | | | |
| Sale of goods | 178,367 | 154,085 | 31,702 | 364,154 |
| Services revenue | - | - | 42,356 | 42,356 |
| License fee revenue | - | - | 365 | 365 |
| Royalty revenue | - | - | 1,220 | 1,220 |
| Revenue | 178,367 | 154,085 | 75,643 | 408,095 |
| Cost of sales and services | (35,463) | (71,248) | (54,110) | (160,821) |
| Gross profit | 142,904 | 82,837 | 21,533 | 247,274 |
| Direct operating expenses | (80,898) | (42,592) | (14,092) [1] | (137,582) |
| Direct contribution | 62,006 | 40,245 | 7,441 | 109,692 |
| Other income | | | | 1,724 |
| Earn-out and deferred consideration liabilities reassessments | | | | (16,555) |
| Amortisation of intangible assets | | | | (61,001) |
| Research, development medical and regulatory affairs expenses | | | | (17,909) |
| Restructure, diligence and transaction related costs | | | | (10,137) |
| Finance expenses (net of interest income) | | | | (32,414) |
| Other expenses unallocated | | | | (56,696) |
| (Loss) / Profit before income tax | | | | (83,296) |
| Income tax expense | | | | (6,775) |
| Net (Loss) / Profit for the period - continuing operations | | | | (90,071) |

Note: 1. Direct operating expenses for the International segment include finance function, HR and IT expenses whereas the US segments share such services and hence no allocation for such services has been made to the Women's Health and Dermatology segments.

**Geographical information**

| *Revenue from external customers* | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Australia and New Zealand | 38,250 | 41,935 |
| United States | 318,403 | 338,850 |
| Canada | 15,420 | 19,769 |
| Europe and other | 6,613 | 4,691 |
| Asia | 4,990 | 2,850 |
| Total external revenue | 383,676 | 408,095 |

| *Revenue from customer contracts* | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Recognised at a point in time | 357,652 | 365,739 |
| Recognised over time | 26,024 | 42,356 |
| Total revenue from customer contracts | 383,676 | 408,095 |

| *Non-current assets* | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Australia | 64,395 | 70,519 |
| United States | 449,916 | 528,394 |
| Total non-current assets | 514,311 | 598,913 |

Non-current assets for this purpose consist of property, plant and equipment and intangible assets.

**Product information**

| *Revenue by product group/service* | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Third party contract services and manufacturing | 26,024 | 42,356 |
| Dermatology and women's health products | 352,346 | 364,154 |
| Other revenue | 5,306 | 1,585 |
| Total external revenue | 383,676 | 408,095 |

**Revenue recognition and measurement**

The Group accounting policy for revenue recognition is as follows:

**Sale of goods**

The Group receives revenue for the supply of goods to customers against orders received. The contracts that Mayne Pharma enters into relate to sales orders containing single performance obligations for the delivery of pharmaceutical products. The average duration of the sales order is less than 12 months.

Product revenue is recognised when control of the goods is passed to the customer. The point at which control passes is determined by each customer arrangement but generally occurs on delivery to the customer.

Product revenue represents net sales value including variable consideration. The variable consideration is estimated at contract inception under the 'expected value method'. Variable consideration arises on the sale of goods as a result of discounts and allowances as well as accruals for estimated returns, rebates, chargebacks and government health care deductions (described further below). The methodology and assumptions used to estimate these variable considerations are monitored and adjusted regularly considering contractual and legal obligations, historical trends, past experience and market conditions. Revenue is not recognised in full until it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Amounts expected to be settled via credits are shown net of trade receivables while amounts expected to be settled by payments are shown as accruals.

*Variable consideration*

Consistent with pharmaceutical industry practices, Mayne Pharma's sales (and therefore revenue recognition) are subject to various deductions which are primarily composed of rebates and discounts to retail customers, government agencies, wholesalers, health insurance companies and managed healthcare organisations (collectively referred to as 'Gross to Net' adjustments within the industry). These deductions represent estimates of the related obligations, requiring use of judgement when estimating the effect of variable consideration for a reporting period. These adjustments are deducted to determine reported revenue.

The following summarises the nature of some of these deductions and how the deductions are estimated. After recording these, net sales represent the Group's best estimate of the cash that it expects to ultimately collect. The US market has the most complex arrangements related to revenue deductions.

*US specific healthcare plans and program rebates*

The United States Medicaid Drug Rebate Program is a partnership between Centers for Medicare and Medicaid Services (CMS), State Medicaid Agencies, and participating drug manufacturers that helps to offset the Federal and State costs of most outpatient drugs dispensed to Medicaid patients. Calculating the rebates to be paid related to this program involves interpreting relevant regulations, which are subject to challenge or change in interpretative guidance by government authorities. Accruals for estimating Medicaid rebates are calculated using a combination of historical experience, product and population growth, product pricing and the mix of contracts and specific terms in the individual State agreements. The United States Federal Medicare Program aids Medicare eligible recipients by funding healthcare benefits to individuals aged 65 or older and those with certain disabilities, providing prescription drug benefits under Part D section of the program. This Part D benefit is provided and administered through private prescription drug plans. Accruals for estimating Medicare Part D rebates are calculated based on the terms of individual plan agreements,

product sales and population growth, product pricing and the mix of contracts. We offer rebates to key managed healthcare and private plans to sustain and increase sales of our products. These programs provide a rebate after the plans have demonstrated they have met all terms and conditions set forth in their contract with the Group. These rebates are estimated based on the terms of individual agreements, historical experience, product pricing, and projected product growth rates. These accruals are adjusted based on established processes and experiences from filing data with individual states and plans. There is often a time lag of several months between the Group recording the revenue deductions and the final accounting for them.

*Non-healthcare plans and program charge-backs, rebates, returns and other deductions*

The Group offers rebates to purchasing organisations and other direct and indirect customers to sustain and increase market share for products. Since rebates are contractually agreed upon, the related provisions are estimated based on the terms of the individual agreements, historical experience, and projected product growth rates.

Managed care rebates are offered to purchasing organizations, health insurance companies, managed healthcare organizations, and other direct and indirect customers to sustain and increase market share, and to ensure patient access to the Group's products. The provisions for managed care rebates are estimated using a combination of factors such as contractual terms, historical experience and patient demand. The provisions are recorded in the same period that the corresponding revenues are recognized and paid in a subsequent period.

Charge-backs occur where the Group has arrangements with indirect customers to sell products at prices that are lower than the price charged to wholesalers. A charge-back represents the difference between the invoice price to the wholesaler and the indirect customer's contract price. The Group accounts for vendor charge-backs by reducing revenue for the estimate of charge-backs attributable to a sales transaction. Provisions for estimated charge-backs are calculated using a combination of factors such as historical experience, product growth rates, payments, product pricing, level of inventory in the distribution channel and the terms of individual agreements.

When a product is sold providing a customer the right to return, the Group records a provision for estimated sales returns based on sales return policy and historical return rates. Other factors considered include actual product recalls, expected marketplace changes, the remaining shelf life of the product, and the expected entry of generic products. No value for returned inventory is recognised as all returned inventory is destroyed.

The Group offers cash discounts to customers to encourage prompt payment. Cash discounts are estimated and accrued at the time of invoicing and are deducted from revenue. Other sales discounts, such as co-pay discount cards, are offered in some markets. The estimated amounts of these discounts are recorded at the time of sale and are estimated utilising historical experience and the specific terms for each program. If a discount for a probable future transaction is offered as part of a sales transaction, then an appropriate portion of revenue is deferred to cover this estimated obligation.

The accruals are adjusted periodically to reflect actual experience. To evaluate the adequacy of accrual balances, the Group uses internal and external estimates of the inventory in transit, the level of inventory in the distribution and retail channels, actual claims data received and the time lag for processing rebate claims. External data sources include reports from wholesalers.

Following a decrease in the price of a product, the Group generally grants customers a "shelf-stock adjustment" for their existing inventory for the relevant product. Accruals for shelf stock adjustment are determined at the time of the price decline, or at the point of sale if the impact of a price decline on the products sold can be reasonably estimated based on the customer's inventory levels of the relevant product.

Product return allowances are calculated for products that may be returned due to expiration dates or recalls. The Group and its distribution partners do not expect any significant product returns that are not adequately covered by the reserve amounts calculated and recorded by the distribution partners.

**Services revenue**

Services revenue relates to commercial manufacturing, development and analytical services for third parties. These contracts give rise to fixed and variable consideration from upfront payments and development milestones.

Commercial manufacturing services contain performance obligations that are satisfied over time and are generally measured using the output method based on units produced. Under this method, revenue is recognised at the time that the product manufacture has been completed and it has passed through quality assurance reviews. This method reflects a reasonable approximation of the progress of satisfying the performance obligation based on the production time from commencing manufacturing to completion. Once a product passes through quality assurance, it has been verified that the product was manufactured in accordance with specified processes and controls, therefore, it is unlikely that the product would contain significant non-conformities.

Pharmaceutical development and analytical services performance obligations are satisfied over time and measured using the output method based on the type of work being performed. Development and analytical services are based on specific milestones and customer contracts include an enforceable right to payment for performance completed to date. Examples of output measures include completion of formulation report, analytical and stability testing or clinical batch production reports.

The Company has applied the practical expedient method as permitted by the accounting standard as performance obligations have an expected duration of one year or less. The company has applied the practical expedient as per AASB 15, para 121(a) as performance obligations are expected during one year or less.

**Interest income**

Income is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest revenue over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

## NOTE 3 – OTHER INCOME

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Rental from excess office space | 390 | 310 |
| Other | - | 1,414 |
| | 390 | 1,724 |

## NOTE 4 – EXPENSES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Finance expenses** | | |
| Interest expense – includes convertible notes | 1,066 | 1,056 |
| Interest expense – right-of-use asset leases | 338 | 443 |
| Amortisation of borrowing costs | 3,901 | 3,512 |
| | 5,305 | 5,011 |
| Change in fair value attributable to the unwinding of the discounting of the earn-out and deferred consideration liabilities[1] | 34,220 | 34,791 |
| Foreign exchange losses / (gains) relating to funding activities including earn-outs and deferred consideration liabilities | 5,897 | (2,474) |
| **Total finance expense** | 45,422 | 37,328 |
| | | |
| Depreciation right-of-use assets | 3,072 | 3,594 |
| Depreciation of property, plant and equipment | 4,751 | 4,671 |
| **Total Depreciation** | 7,823 | 8,265 |
| | | |
| **Cost of sales include the following:** | | |
| Inventory provision for obsolescence and net realisable value adjustments | 1,338 | 1,899 |
| | | |
| **Employee benefits expense**[2] | | |
| Wages and salaries | 92,045 | 87,538 |
| Superannuation expense | 5,507 | 5,138 |
| Other employee benefits expense | 4,732 | 5,174 |
| Share-based payments (refer Note 27) | 4,580 | 3,956 |
| Total employee benefits | 106,864 | 101,806 |
| | | |
| **Administration and other expenses include the following:** | | |
| Drug pricing investigations and related litigation costs | 5,251 | 3,535 |
| Share-based payments expense | 1,710 | 3,956 |
| Share-based payments expense – retention awards | 2,495 | - |
| Share-based payments expense restructuring related (CEO sign-on) | 375 | - |
| Restructuring and business turnaround expenses | 4,366 | 1,625 |
| Diligence and transaction costs including litigation costs related to the Cosette scheme | 11,754 | 8,512 |
| Mark to market of derivative related to convertible note | (7,340) | (1,675) |
| Amortisation of intangible assets | 55,862 | 61,001 |
| Foreign exchange losses | - | 349 |
| All other administration and other expenses | 61,552 | 51,264 |
| Total administration and other expenses | 136,025 | 128,567 |

Notes:
1. The unwinding of the discount relates to all earn-out and deferred consideration liabilities.
2. Employee benefit expense is included in various expense categories and cost of sales.

## NOTE 5 – INCOME TAX

### A. The major components of income tax expense are:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| *Income tax benefit / (expense)* | | |
| Current income tax | (3,314) | (506) |
| Adjustment in respect of current income tax of previous years | (1,157) | (486) |
| Deferred income tax | 1,885 | (4,678) |
| Income tax (expense) / benefit in the consolidated statement of profit or loss and other comprehensive income | (2,586) | (5,670) |
| | | |
| *Deferred income tax benefit/(expense) included in income tax expense comprises* | | |
| (Decrease) / Increase in deferred tax assets | (827) | (4,824) |
| Decrease in deferred tax liabilities | 2,712 | 146 |
| | 1,885 | (4,678) |

## B. Numerical reconciliation between aggregate tax expense recognised in the consolidated statement of profit or loss and other comprehensive income and tax expense calculated per the statutory income tax rate

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| The prima facie tax on operating profit differs from the income tax provided in the accounts as follows: | | |
| Profit/(loss) before income tax | 27,059 | (88,167) |
| Prima facie tax benefit/(expense) at 30% | (8,118) | 26,450 |
| Over/(under) provision in respect of prior years | (1,157) | (486) |
| Deferred tax asset derecognition relating to US operations | 2,990 | (56,245) |
| Deferred tax asset adjustments | (345) | 9,801 |
| Non-deductible expenses for tax purposes | | |
| Share-based payments | (600) | (386) |
| Amortisation intangibles | (2,380) | (1,955) |
| Other non-deductible expenses | (121) | 117 |
| Non assessable for tax purposes | 2,202 | - |
| Effect of different tax rate in US compared to Australia | 4,497 | (9,586) |
| US state taxes | (2,643) | 5,820 |
| Adjustments to DTA & DTL re US state tax rate changes and mix between states | 3,089 | 20,800 |
| Income tax (expense) / benefit | (2,586) | (5,670) |
| | | |
| Income tax (expense) / benefit from continuing operations | (4,561) | (6,775) |
| Income tax (expense) / benefit from discontinued operations | 1,975 | 1,105 |
| | (2,586) | (5,670) |

## C. Recognised deferred tax assets and liabilities

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Deferred tax assets** | | |
| Intangible assets | 40,849 | 60,428 |
| Provisions | 5,168 | 5,776 |
| Payables | 33,606 | 31,487 |
| Carry forward tax losses and R&D credits | 183,298 | 188,001 |
| Expenditure deferred and amortised for income tax purposes | 4,943 | 2,043 |
| Inventory | 693 | 1,662 |
| US state taxes | 56,294 | 58,422 |
| Property, plant and equipment | 1,442 | 1,711 |
| Other | 440 | 1,062 |
| Less deferred tax asset not recognised | (290,256) | (309,590) |
| | 36,477 | 41,002 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Reconciliation to the Statement of Financial Position** | | |
| Total Deferred Tax Assets | 36,477 | 41,002 |
| Set-off of Deferred Tax Liabilities that are expected to reverse in the same period | 740 | 762 |
| Net Deferred Tax Assets[1] | 37,217 | 41,764 |

Note: 1. Represents Australian and US Deferred Tax Assets that cannot be offset.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Deferred tax asset movements** | | |
| **Opening balance** | 41,002 | 45,395 |
| Credit/(charge) to profit/loss | (827) | (4,824) |
| Credit/(charge) direct to equity | - | 324 |
| Restatement of foreign currency balances | (3,698) | 108 |
| **Balance at 30 June** | 36,477 | 41,002 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Deferred tax liabilities** | | |
| Property, plant and equipment | 459 | 339 |
| Intangible assets | 889 | 1,106 |
| Unrealised foreign exchange gains | 2,141 | 6,041 |
| US state taxes | 73 | 61 |
| Other | 583 | 486 |
| | 4,145 | 8,033 |
| **Reconciliation to the Statement of Financial Position** | | |
| Total Deferred Tax Liabilities | 4,145 | 8,033 |
| Set-off of Deferred Tax Assets that are expected to reverse in the same period | 740 | 762 |
| Net Deferred Tax Liabilities[1] | 4,885 | 8,795 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Deferred tax liability movements** | | |
| **Opening balances** | 8,033 | 7,406 |
| Charge/(credit) to profit/loss | (2,712) | (146) |
| Charge/(credit) to other comprehensive income | (1,946) | 777 |
| Restatement of foreign currency balances | 769 | (4) |
| **Balance at 30 June** | 4,145 | 8,033 |

Note: 1. Represents US Deferred Tax Liabilities that cannot be offset.

Deferred tax assets and deferred tax liabilities are presented based on their respective tax jurisdictions.

**Determination of tax residency**

Section 295 (3A) of the *Corporations Act 2001* defines tax residency as having the same meaning as the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

**Australian tax residency**

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

**Foreign tax residency**

Where necessary, the consolidated entity has used independent tax advisors in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

**Income tax and other taxes**

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised. Utilisation also dependant on continuing to meet regulatory requirements.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. In the current period, when this assessment occurred, it indicated that, due to the expected length of time needed to recover the deferred tax asset, it continued to be not probable that all the deferred tax assets would be recovered and hence a write-down to the expected probable recoverable amount was made of $3.0m.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

The Company and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. These entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

Temporary differences associated with investments in the Group's subsidiaries have not been recognised. Deferred tax assets and liabilities are not recognised for temporary difference relating to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

**US federal corporate tax**

The US legislation Tax Cuts and Jobs Act enacted in December 2017 means that Mayne Pharma's operations in the US are subject to a federal income tax rate of 21% for FY19 onwards. Income tax expense (above) for the current period relating to Mayne Pharma's US operations has therefore been determined using the federal corporate tax rate of 21%.

The DTA/DTL restatement includes changes to the blended US state corporate income tax rate which varies depending on activity and tax rates in the US states in which Mayne Pharma operates.

*Tax consolidation legislation*

The Company and its wholly-owned Australian controlled entities are part of an income tax consolidated group.

The Company and its controlled entities in the income tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of current taxes and deferred taxes to allocate to the members of the income tax consolidated group.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the income tax consolidated group.

Each company in the Group contributes to the income tax payable by the Group in proportion to their contribution to the Group's taxable income.

Assets or liabilities arising under the tax funding agreement with the income tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned income tax consolidation entities.

**Significant accounting judgements**

*Deferred tax assets*

The Group's accounting policy for taxation requires management's judgement in assessing whether deferred tax assets are recognised in the Consolidated Statement of Financial Position. Deferred tax assets, including those arising from un-recouped tax losses, capital losses and temporary differences, are recognised only where it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits and on continuing to meet regulatory requirements.

Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of future revenues, operating costs, capital expenditure and other capital management transactions. Judgements are also required about the application of income tax legislation in the jurisdictions in which the Group operates and the application of the arm's length principle to related party transactions. These judgements and assumptions are subject to risk and uncertainty, hence there is a possibility that changes in circumstances will alter expectations, which may affect the carrying amount of deferred tax assets and liabilities. Any resulting adjustment to the carrying value of a deferred tax item will be recorded in the Statement of Profit or Loss and Other Comprehensive Income.

*Uncertain tax positions*

The Group applies significant judgement in identifying uncertainties over income tax treatments. Due to the complex multinational tax environment in which the Group operates, the Company's and the subsidiaries' tax filings in different jurisdictions include deductions related to transfer pricing and the taxation authorities may challenge those tax treatments. The Group has determined, based on its tax compliance and transfer pricing study, that it is probable that its tax treatments (including those for the subsidiaries) will be accepted by the taxation authorities and hence amounts are recognised within the financial statements on this basis. The Group continually monitors its position in respect of these matters.

## NOTE 6 – DISCONTINUED OPERATIONS

On 4 October 2022, Mayne Pharma completed the sale of the MCS business. On 7 April 2023, Mayne Pharma completed the sale of the Retail Generics business.

Following the divestment of the MCS business, the Company continued to pay an overhead recovery contribution to the purchaser (classified as an earn-out) that was negotiated as part of the sale agreement. These earnout payments flow through investing cashflows, they are fixed payments, quarterly, and the last payment occurred in H1 of FY26.

On 7 April 2023, Mayne Pharma completed the sale of the Retail Generics business.

The assets disposed as part of the Retail Generics transaction primarily comprised intangible assets and inventory.

The results of discontinued operations – Retail Generics were as follows:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Sales Revenue | (8,865) | (2,833) |
| Cost of sales | 214 | (1,458) |
| Gross Margin | (8,651) | (4,291) |
| Operating expenses | (49) | (580) |
| Operating profit before tax from discontinued operations | (8,700) | (4,871) |
| Tax expense | 1,975 | 1,106 |
| Profit / (loss) after tax for the period from discontinued operations – Retail Generics | (6,725) | (3,765) |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Estimated operating cashflow related to discontinued operations Retail Generics | (11,113) | (7,918) |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Profit / (loss) after tax for the period from discontinued operations** | (6,725) | (3,765) |

The transaction to divest the Retail Generics business included transfer of certain channel liabilities for product sold into the channel that had not yet been dispensed. Those liabilities can be long-lived with the longest being product returns. Wholesalers may return product up to 12 months after expiration of the product, therefore some product having a long shelf life (36 months) can be returned as long as 48 months after the sale of that product.

Since the divestment, both Mayne Pharma and Dr Reddy's Laboratories (DRL) have paid charges for this product inventory. A one-off and first of its kind Medicare invoice of $4.3m was processed during the period. One customer made returns of $2.3m. The vast majority of return liability has expired and returns liability continue to decline and are negligible at this point.

## NOTE 7 – EARNINGS PER SHARE

| | 2026 | 2025 |
|---|---|---|
| Earnings per share for profit attributable to the ordinary equity holders of the Parent: | | |
| Basic earnings per share | $0.31 | ($1.19) |
| Diluted earnings per share | $0.21 | ($1.19) |
| Basic earnings (loss) per share from continuing operations | $0.39 | ($1.14) |
| Diluted earnings (loss) per share from continuing operations | $0.27 | ($1.14) |
| Basic earnings per share discontinued operations | ($0.08) | ($0.05) |
| Diluted earnings per share discontinued operations | ($0.08) | ($0.05) |

Basic earnings per share is calculated by dividing the profit / (loss) for the year attributable to ordinary equity holders of the Parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is calculated by dividing the profit / (loss) for the year attributable to ordinary equity holders of the Parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares. In the current year, the potential ordinary shares are considered anti-dilutive.

The following reflects the income and share data used in the basic and diluted EPS calculations:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **For basic earnings per share** | | |
| Net profit / (loss) attributable to equity holders of the Company | 24,473 | (93,836) |
| **For diluted earnings per share** | | |
| Net profit / (loss) attributable to equity holders of the Company | 22,063 | (93,836) |
| **For basic earnings (loss) per share from continuing operations** | | |
| Net profit / (loss) from continuing operations | 31,198 | (90,071) |
| **For diluted earnings (loss) per share from continuing operations** | | |
| Net profit / (loss) from continuing operations | 28,789 | (90,071) |
| **For basic earnings per share from discontinued operations** | | |
| Net profit / (loss) from discontinued operations | (6,725) | (3,765) |
| **For diluted earnings per share from discontinued operations** | | |
| Net profit / (loss) from discontinued operations | (6,725) | (3,765) |

| | 2026 '000 | 2025 '000 |
|---|---|---|
| Weighted average number of ordinary shares for basic earnings per share | 79,944 | 79,139 |
| *Effect of dilution (based on average share price during the year):* | | |
| LTI shares, options, performance rights and convertible notes | 26,343 | 18,953 |
| Weighted average number of ordinary shares adjusted for the effect of dilution | 106,287 | 98,092 |

Where the group has made a loss as disclosed in the income table above potentially dilutive ordinary shares are anti-dilutive and diluted EPS is calculated on the same weighted average number of shares used in the calculation of basic earnings per share.

The calculation of weighted average number of ordinary shares adjusted for the effect of dilution does not include the following LTI shares, options and performance rights which could potentially dilute basic earnings per share in the future, but were not dilutive in the periods presented (as the exercise price for loan shares or the vesting hurdle price for performance rights is greater than the average share price during the year):

| | 2026 '000 | 2025 '000 |
|---|---|---|
| Number of potential ordinary shares | 1,440 | 3,670 |

There have been no subsequent transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding at the end of the reporting period.

## NOTE 8 – TRADE AND OTHER RECEIVABLES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Trade receivables (net of charge-backs and discounts) | 157,524 | 162,919 |
| Trade receivables – profit share | 1,078 | 2,642 |
| Expected credit loss | (1,448) | (942) |
| Other receivables | 17,434 | 16,024 |
| | 174,588 | 180,643 |

At 30 June, the ageing analysis of trade receivables is as follows:

| | NOT PAST DUE NOR IMPAIRED WITHIN TERMS $'000 | OVERDUE AND NOT IMPAIRED 0-30 DAYS OVERDUE $'000 | OVERDUE AND NOT IMPAIRED 30+ DAYS OVERDUE $'000 | TOTAL $'000 |
|---|---|---|---|---|
| Trade receivables 30 June 2026 | 151,820 | 2,346 | 2,989 | 157,154 |
| Trade receivables 30 June 2025 | 158,680 | 5,370 | 569 | 164,619 |

**Trade and other receivables**

Trade receivables are initially recognised at their invoiced amounts less adjustments for estimated revenue deductions such as charge-backs and cash discounts. The Group's trade receivables are subsequently measured at amortised cost less provision for expected credit losses.

Due to the short-term nature of these receivables, their carrying value approximates their fair value.

Trade receivables are non-interest bearing and are generally on 30-90-day terms. As at reporting date, $1,448,000 (2025: $942,000) of receivables were considered impaired. Trade receivables – profit share is due on 90-day terms. None of these receivables are considered impaired at reporting date.

Provisions for expected credit losses (ECL) are established using an expected loss model. The provisions are based on a forward-looking ECL, which includes possible default events on the trade receivables over the entire holding period of the trade receivables. These provisions represent the difference between the trade receivable's carrying amount in the consolidated balance sheet and the estimated collectible amount. For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

**Significant accounting judgements**

*Customer charge-backs and discounts*

Consistent with pharmaceutical industry practices, Mayne Pharma's gross sales are subject to various deductions including charge-backs and discounts. These deductions represent estimates of the related obligations, requiring use of judgement when estimating the effect of these sales deductions on gross sales for a reporting period. These adjustments are deducted from gross sales to arrive at net sales. (Refer Note 2 for Revenue recognition policy).

Amounts expected to be settled via credits are shown net of trade receivables while amounts expected to be settled by payments are shown as accruals.

Other receivables include amounts recoverable under supply contracts and outstanding for goods and services tax (GST). These amounts are non-interest bearing and have repayment terms applicable under the relevant government authority. Other balances within trade and other receivables do not contain impaired assets and are not past due. It is expected that these other balances will be received when due.

## NOTE 9 – INVENTORIES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Raw materials and stores at cost | 13,890 | 10,286 |
| Work in progress at cost | 7,142 | 5,955 |
| Finished goods at lower of cost and net realisable value | 34,461 | 34,320 |
| | 55,493 | 50,561 |

**Recognition and measurement**

*Inventories*

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- *Raw materials* - purchase cost on a first-in, first-out basis.
- *Finished goods and work-in-progress* - cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

The Group has recognised provisions at reporting date for obsolescence and net realisable value adjustments of $2,036,000 (2025: $4,331,000) relating to finished goods.

**Significant accounting estimates and judgements**

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

The Group assesses net realisable value and obsolescence provisions by reviewing estimated future sales, quantities on hand and the shelf life of the relevant inventory. Estimating future sales values, quantities and the timing of future sales requires management judgement. The Group may incur costs that differ from its original estimate.

## NOTE 10 – OTHER FINANCIAL ASSETS

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Restricted cash | 2,245 | 2,370 |
| Marketable securities | - | 40,564 |
| | 2,245 | 42,934 |

Marketable securities are an investment in a money market fund with underlying investments in short term US government debt and repurchase obligations. The fair value of marketable securities equals its carrying value. Returns on the marketable securities are recognised as interest income.

Restricted cash represents cash held as security for leases and letters of credit.

## NOTE 11 – OTHER ASSETS

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Deposits for gross-to-net sales arrangements | 1,567 | 1,189 |
| Prepayments – GTNs | 10,499 | - |
| Prepayments - Other | 14,043 | 16,369 |
| | 26,109 | 17,558 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Non-Current** | | |
| Deposits for various commercial contracts | 14,589 | 15,409 |
| | 14,589 | 15,409 |

## NOTE 12 – PROPERTY, PLANT AND EQUIPMENT

| | LAND $'000 | BUILDINGS $'000 | PLANT AND EQUIPMENT $'000 | CAPITAL WORKS IN PROGRESS [1] $'000 | TOTAL $'000 |
|---|---|---|---|---|---|
| **Year ended 30 June 2026** | | | | | |
| Balance at beginning of year net of accumulated depreciation | 2,981 | 14,343 | 21,779 | 14,039 | 53,142 |
| Additions | - | | | 3,030 | 3,030 |
| Transfers | | 4,671 | 8,706 | (13,377) | - |
| Disposals | - | - | (84) | - | (84) |
| Depreciation charge for year | - | (508) | (4,243) | - | (4,751) |
| Foreign currency restatement | - | - | (78) | - | (78) |
| Balance at end of year net of accumulated depreciation | 2,981 | 18,506 | 26,079 | 3,692 | 51,258 |
| **At 30 June 2026** | | | | | |
| At cost | 2,981 | 24,595 | 71,676 | 8,435 | 107,687 |
| Accumulated depreciation | - | (6,089) | (45,597) | - | (51,686) |
| Accumulated impairments | - | | | (4,743) | (4,743) |
| Net carrying amount | 2,981 | 18,506 | 26,079 | 3,692 | 51,258 |
| **Year ended 30 June 2025** | | | | | |
| Balance at beginning of year net of accumulated depreciation | 2,981 | 14,841 | 22,247 | 6,625 | 46,694 |
| Additions | - | - | 3,671 | 7,414 | 11,085 |
| Disposals | - | - | (10) | - | (10) |
| Depreciation charge for year | - | (498) | (4,173) | - | (4,671) |
| Foreign currency restatement | - | - | 44 | - | 44 |
| Balance at end of year net of accumulated depreciation | 2,981 | 14,343 | 21,779 | 14,039 | 53,142 |
| **At 30 June 2025** | | | | | |
| At cost | 2,981 | 19,924 | 63,688 | 19,048 | 105,641 |
| Accumulated depreciation | - | (5,581) | (41,909) | - | (47,490) |
| Accumulated impairments | - | - | - | (5,009) | (5,009) |
| Net carrying amount | 2,981 | 14,343 | 21,779 | 14,039 | 53,142 |

(1) Capital works in progress is net of the government grant received

### Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Land and buildings are measured at cost less accumulated depreciation on buildings and less any impairment losses.

Property, plant and equipment is assessed for impairment whenever there is an indication that the balance sheet carrying value amount may not be recoverable using cash flow projections for the useful life.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

| | |
|---|---|
| Land | Not depreciated |
| Buildings | Over 40 years |
| Plant and equipment | Between 1.5 and 20 years |

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year-end. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Government grants obtained for construction activities, including any related equipment, are deducted from the gross acquisition costs to arrive at the balance sheet carrying value of the related assets.

**Significant accounting estimates and assumptions**

*Estimation of useful lives of assets*

The estimation of the useful lives of assets has been based on historical experience as well as manufacturers' warranties and lease terms. In addition, the condition of the assets is assessed at least once per year and considered against the remaining useful life. Adjustments to useful lives are made when considered necessary.

## NOTE 13 – RIGHT-OF-USE ASSETS

| | BUILDINGS $'000 | PLANT AND EQUIPMENT $'000 | TOTAL $'000 |
|---|---|---|---|
| **Year ended 30 June 2026** | | | |
| Balance at the beginning of year net of accumulated depreciation | 856 | 4,871 | 5,727 |
| Additions | - | 1,863 | 1,863 |
| Modifications | 38 | 44 | 82 |
| Disposals | - | (503) | (503) |
| Depreciation charge for year | (568) | (2,505) | (3,073) |
| Foreign currency restatement | (37) | (209) | (246) |
| Balance at end of year net of accumulated depreciation | 289 | 3,561 | 3,850 |
| | | | |
| **At 30 June 2026** | | | |
| At cost | 5,509 | 7,458 | 12,967 |
| Accumulated depreciation | (5,220) | (3,897) | (9,117) |
| Net carrying amount | 289 | 3,561 | 3,850 |
| | | | |
| **Year ended 30 June 2025** | | | |
| Balance at the beginning of year net of accumulated depreciation | 1,204 | 5,428 | 6,632 |
| Additions | - | 3,242 | 3,242 |
| Modifications | 242 | (3) | 240 |
| Disposals | - | (941) | (941) |
| Depreciation charge for year | (618) | (2,976) | (3,594) |
| Foreign currency restatement | 28 | 121 | 149 |
| Balance at end of year net of accumulated depreciation | 856 | 4,871 | 5,727 |
| | | | |
| **At 30 June 2025** | | | |
| At cost | 5,568 | 8,814 | 14,382 |
| Accumulated depreciation | (4,712) | (3,943) | (8,655) |
| Net carrying amount | 856 | 4,871 | 5,727 |

**Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Lease liabilities (right-of-use assets) are disclosed in Note 16.

**NOTE 14 – INTANGIBLE ASSETS**

| | CUSTOMER CONTRACTS, CUSTOMER RELATIONSHIPS, PRODUCT RIGHTS AND INTELLECTUAL PROPERTY $'000 | DEVELOPMENT EXPENDITURE $'000 | MARKETING & DISTRIBUTION RIGHTS $'000 | TRADE NAMES $'000 | TOTAL $'000 |
|---|---|---|---|---|---|
| **Year ended 30 June 2026** | | | | | |
| Balance at beginning of year net of accumulated amortisation | 527,950 | 3,665 | 1,185 | 12,971 | 545,771 |
| Additions | - | 375 | - | - | 375 |
| Amortisation | (51,041) | (934) | (519) | (3,368) | (55,862) |
| Impairments | - | (165) | - | - | (165) |
| Foreign currency restatement | (27,066) | - | - | - | (27,066) |
| Balance at end of year net of accumulated amortisation | 449,843 | 2,941 | 666 | 9,603 | 463,053 |
| **As at 30 June 2026** | | | | | |
| Cost | 829,926 | 41,058 | 29,219 | 63,778 | 963,981 |
| Accumulated amortisation | (292,731) | (13,323) | (14,821) | (49,870) | (370,745) |
| Accumulated impairments | (87,352) | (24,794) | (13,732) | (4,305) | (130,183) |
| Net carrying amount | 449,843 | 2,941 | 666 | 9,603 | 463,053 |
| The split between indefinite and definite life assets is as follows: | | | | | |
| Definite life assets | 449,843 | 2,342 | 666 | 9,603 | 462,454 |
| Indefinite life assets | - | 599 | - | - | 599 |
| Net carrying amount | 449,843 | 2,941 | 666 | 9,603 | 463,053 |

| | CUSTOMER CONTRACTS, CUSTOMER RELATIONSHIPS, PRODUCT RIGHTS AND INTELLECTUAL PROPERTY $'000 | DEVELOPMENT EXPENDITURE $'000 | MARKETING & DISTRIBUTION RIGHTS $'000 | TRADE NAMES $'000 | TOTAL $'000 |
|---|---|---|---|---|---|
| **Year ended 30 June 2025** | | | | | |
| Balance at beginning of year net of accumulated amortisation | 545,491 | 720 | 6,030 | 16,339 | 568,580 |
| Additions | 26,015 | 224 | - | - | 26,239 |
| Transfers | - | 4,326 | (4,326) | - | - |
| Amortisation | (55,551) | (1,563) | (519) | (3,368) | (61,001) |
| Foreign currency restatement | 11,995 | (42) | - | - | 11,953 |
| Balance at end of year net of accumulated amortisation | 527,950 | 3,665 | 1,185 | 12,971 | 545,771 |
| **As at 30 June 2025** | | | | | |
| Cost | 875,114 | 40,683 | 30,072 | 63,778 | 1,009,647 |
| Accumulated amortisation | (255,031) | (12,389) | (14,604) | (46,502) | (328,526) |
| Accumulated impairments | (92,133) | (24,629) | (14,283) | (4,305) | (135,350) |
| Net carrying amount | 527,950 | 3,665 | 1,185 | 12,971 | 545,771 |
| The split between indefinite and definite life assets is as follows: | | | | | |
| Definite life assets | 527,414 | 3,441 | 1,185 | 12,971 | 545,011 |
| Indefinite life assets | 536 | 224 | - | - | 760 |
| Net carrying amount | 527,950 | 3,665 | 1,185 | 12,971 | 545,771 |

**Intangible Assets**

Intangible assets acquired separately, or in a business combination, are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in profit or loss in the year in which the expenditure is incurred.

Indefinite life intangible assets are reviewed for impairment at each reporting date, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

All intangible assets excluding development expenditure (i.e. customer contracts, relationships, intellectual property, distribution rights and trademarks) have been assessed as having finite useful lives and, as such, are amortised over their useful lives on a straight-line basis. The useful lives range from five to seventeen years and are tested for impairment whenever indicators exist that the intangible asset may be impaired. The amortisation period and amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively

by changing the amortisation period or method, as appropriate, which is a change in an accounting estimate. The amortisation expense on intangible assets with definite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

**Significant accounting judgements**

*Research and development expenditure*

Research costs are expensed as incurred. Development expenditures on an individual project, and acquired research and development intangible assets, which are still under development and have not yet obtained approval, are recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

**Significant accounting estimates and assumptions**

*Impairment of intangible assets*

No impairments were recognised in the current or prior period.

A Cash Generating Unit (CGU) is considered impaired when its balance sheet carrying amount exceeds its estimated recoverable amount, which is defined as the higher of its fair value less cost of disposal and its value in use. The Group applies the Value In Use (VIU) method which utilises net present value techniques using post-tax cash flows and discount rates.

The estimates used in calculating value-in-use are highly sensitive, and depend on assumptions specific to the nature of the Group's activities with regard to:

- amount and timing of projected future cash flows;
- long-term sales and associated gross margin forecasts;
- sales erosion rates after the end of patent or other intellectual property rights protection and timing of entry of generic competition;
- applicable tax rates;
- behaviour of competitors (launch of competing products, marketing initiatives, etc);
- selected discount and terminal growth rates; and
- in the case of unlaunched products:
    - the outcome of R&D activities (product efficacy, results of clinical trials, etc);
    - amount and timing of projected costs to develop in process research and development into commercially viable products; and
    - probability of obtaining regulatory approvals.

Due to the above factors, actual cash flows and values could vary significantly from forecasted future cash flows and related values derived from discounting techniques.

**Intangible impairment testing methodology**

For impairment testing, intangible assets are allocated to individual CGUs (which are the Therapeutic Groups or 'TGs').

Each CGU represents the lowest level within the Group at which the asset is monitored for internal management purposes and separately identifiable cash flows are present and is not larger than a reporting segment.

The testing methodology for the value in use of each CGU is as follows:

- allocate the asset value to the relevant CGU including an allocation of corporate assets and costs;
- estimate cash flows generated over a 5 year forecast period plus a terminal value for the CGU;
- calculate the Weighted Average Cost of Capital (WACC) of the CGU; and
- discount the cash flows using WACC and compare to the CGU allocated asset carrying value.

Indefinite life intangible assets and intangible assets not yet available for use are included in a CGU. These include purchased assets not yet launched and development expenditure. These assets, and related cashflows, have been included in the relevant CGU for impairment testing purposes and are reviewed on at least an annual basis.

The allocation of intangible assets to CGU's is shown in the table below:

| A$00's | Dermatology | DistributeRx | Women's Health | Infectious Disease | MPI | Total |
|---|---|---|---|---|---|---|
| **Intangible Assets** | 32,049 | - | 426,434 | 2,236 | 2,334 | **463,053** |

Key assumptions in impairment testing methodology include:

- Cash flow forecasts for the on-market portfolio are based on FY27 Budget projections as well as specific cash flows which have been forecast out to FY31 for Dermatology and MPI. A terminal growth rate is then applied. Cashflow forecasts for Women's Health and Infectious Disease are based on whole of life expectancy of the products with no terminal value;
- Risk weighted pipeline cash flows are included in each of the relevant CGUs;
- Corporate overhead has been allocated to the relevant CGU based on their assessed consumption;
- Other net assets have been allocated to the relevant CGU; and
- Individual CGU discount rates have been used.

Discount rates reflect management's estimate of the time value of money and the risks specific to the CGU and have been determined using the WACC.

The pre and post-tax discount rates used are shown below (and are unchanged from the prior year):

- Dermatology: Pre-Tax – 13.3% / Post Tax – 10.2%
- DistributeRx Pre-Tax – 13.3% / Post Tax – 10.2%
- Women's Health: Pre-Tax – 13.3% / Post Tax – 10.2%
- MPI: Pre-Tax – 14.0% / Post Tax – 9.8%
- Infectious Disease: Pre-Tax – 14.0% / Post Tax – 9.8%

Forecast Gross Margin amount growth rates by TG CGU at 30 June 2026 and 31 December 2025 are shown in the tables below. These average growth rates are assumptions determined to satisfy applicable accounting standards but should not be used for guidance.

| FY2026 | FY26 ASSUMED AVERAGE FORECAST GROWTH RATES 1ST FIVE YEARS [1] | FY26 ASSUMED TERMINAL VALUE GROWTH RATE |
|---|---|---|
| Dermatology | -25.1% | 0.3% |
| DistributeRx | 50.1% | 2.0% |
| Women's Health | 12.4% | n/a [2] |
| MPI | 12.7% | 2.0% |
| Infectious Disease | -3.6% | n/a [2] |

1. Growth rates refer to the Compound Annual Growth Rates (CAGR) over the forecast period and includes both on-market and pipeline assets. The CAGRs are calculated off the FY26 statutory result for the relevant CGU.
2. For Women's Health and Infectious Disease no terminal value is included.

Recoverable values and carrying values are shown in the table below.

| A$m | Carrying Value[1] | Recoverable Value | Difference |
|---|---|---|---|
| Dermatology | 47.5 | 200.5 | 153.0 |
| DistributeRx | 0.4 | 68.9 | 68.6 |
| Women's Health | 437.7 | 652.0 | 214.3 |
| MPI | 83.1 | 126.5 | 43.4 |
| Infectious Disease | 2.3 | 8.2 | 5.9 |

Note: 1. Includes intangible assets, working capital and property, plant and equipment.

**Sensitivity to changes in assumptions**

The table below shows the sensitivity of the changes in key variables on recoverable values.

| A$m Change in recoverable values | +/-1% Change in Gross Margin Growth[1] | +/-1% Change in Terminal Growth Rate | +/-1% Change in WACC |
|---|---|---|---|
| Dermatology | +4.2/-4.5 | +9.7/-9.7 | -13.0/+15.9 |
| DistributeRx | +5.7/-2.9 | +16.4/-12.9 | -13.1/+17.0 |
| Women's Health | +13.7/-18.8 | n/a | -5.0/+5.2 |
| MPI | +2.8/-2.8 | +14.9/-6.1 | -11.6/+14.8 |
| Infectious Disease | +0.2/-0.2 | n/a | -0.1/+0.1 |

Note: 1. Change refers to the movement in Gross Margin ($ amount) Compound Annual Growth Rates for launched products from FY26 to FY30.

The Group has completed its impairment assessment based on known facts and circumstances, incorporating its best estimates from information available to date however is conscious of the potential impact of changes in assumptions particularly the potential for future changes in the markets for the Group's products, for example the successful commercialisation of new products and impact of competitor actions.

## NOTE 15 – TRADE AND OTHER PAYABLES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Trade payables | 25,263 | 30,252 |
| Accrued rebates, returns and loyalty programs | 150,507 | 129,980 |
| Other payables | 18,271 | 14,072 |
| | 194,041 | 174,304 |

Information regarding liquidity risk exposure is set out in Note 23.

**Trade and other payables**

Trade payables and other payables are carried at amortised cost. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

**Significant accounting judgements**

*Customer rebates, returns and loyalty programs*

Consistent with pharmaceutical industry practices, Mayne Pharma's gross sales are subject to various deductions which are primarily composed of rebates and discounts to retail customers (including co-pay arrangements), government agencies, wholesalers, health insurance companies and managed healthcare organisations. These deductions represent estimates of the related obligations, requiring use of judgement when estimating the effect of these sales deductions on gross sales for a reporting period. These adjustments are deducted from gross sales to arrive at net sales. (Refer Note 2 for Revenue recognition policy).

Amounts expected to be settled via credits are shown net of trade receivables while amounts expected to be settled by payments are shown as accruals.

## NOTE 16 – INTEREST-BEARING LOANS AND BORROWINGS

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Convertible notes | 39,053 | 35,152 |
| Lease liabilities right-of-use assets | 2,592 | 3,464 |
| | 41,645 | 38,616 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Non-current** | | |
| Lease liabilities right-of-use assets | 1,552 | 2,655 |
| | 1,552 | 2,655 |

**Convertible notes**

In connection with the acquisition of the TXMD licensed assets, on 31 December 2022 the Group issued convertible notes with a face value of US$27.95m (A$41.1m). The convertible notes are repayable as a fixed AUD amount ($41.1m). The discount to face value (US$3m) was paid by Mayne Pharma in June 2023. Key terms of these convertible notes include:

- Noteholders may redeem the notes for cash at face value upon the occurrence of certain change in control or default events or at maturity. The notes mature on 31 December 2026.
- Noteholders may convert the notes into equity at a fixed exchange rate and fixed conversion price of A$5.356 per Mayne Pharma security (the conversion price was adjusted for certain events including the special dividend and share consolidation which occurred in January 2023). Conversion can be exercised at any point from six months after issuance.
- Interest is payable at 2.5% per annum on the face value of US$27.95m.

The conversion option has been assessed as an embedded derivative that is not closely related to the host convertible note liability. Accordingly, the convertible notes have been separated into two components at initial recognition as follows:

- Fair value of the conversion option (embedded derivative). This is included in "Other financial liabilities" (refer Note 17). At time of issue the fair value of the derivative was a $9.743m liability. The movement in the fair value of this embedded derivative has subsequently been accounted for through profit and loss.
- Loan liability representing the net proceeds received less the fair value of the conversion option. The loan liability is subsequently accounted for at amortised cost and is classified as interest bearing loans and borrowings (as above).

**Lease liabilities (right-of-use assets)**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the

exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease if the lease term reflects the Group exercising the option to terminate. The variable lease payments that depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs. The Group has recognised all lease extension options and there were no new leases contracted before period end which were yet to commence.

In calculating the present value of lease payments, the Group uses the lessees incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Financing facility maturities are summarised as follows:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Current | 39,053 | 35,152 |
| | 39,053 | 35,152 |
| Due by 30 June 2027 | 39,053 | 35,152 |
| | 39,053 | 35,152 |

The future undiscounted cashflows in relation to interest bearing loans and borrowings (including lease liabilities) is disclosed in Note 23.

| *Changes in liabilities arising from financing activities* | PERIOD ENDED | OPENING BALANCE $'000 | CASH FLOWS $'000 | FOREIGN EXCHANGE AND NON-CASH MOVEMENTS $'000 | CLOSING BALANCE $'000 |
|---|---|---|---|---|---|
| Interest bearing loans | 30 June 2026 | 35,152 | - | 3,901 | 39,053 |
| Lease liabilities | 30 June 2026 | 6,119 | (3,230) | 1,255 | 4,144 |
| Interest bearing loans | 30 June 2025 | 31,641 | - | 3,511 | 35,152 |
| Lease liabilities | 30 June 2025 | 7,180 | (3,846) | 2,785 | 6,119 |

**Recognition and measurement**

*Interest-bearing loans and borrowings*

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. They are initially recognised at fair value less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Fees paid on the establishment of loan facilities that are yield related are included as part of the carrying amount of the loans and borrowings.

*Leases*

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or asset and the arrangement conveys a right to use the asset.

## NOTE 17 – OTHER FINANCIAL LIABILITIES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Derivative related to convertible notes | 676 | 8,016 |
| Earn-out and deferred consideration liabilities – various products/distribution rights | 13,235 | 26,629 |
| Deferred liability – MCS sale related | - | 3,012 |
| | 13,911 | 37,657 |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Non-Current** | | |
| Earn-out and deferred consideration liabilities – various products/distribution rights | 251,595 | 371,404 |
| | 251,595 | 371,404 |

**Earn-out and deferred consideration liabilities**

The consolidated entity has recognised various earn-out liabilities and deferred consideration liabilities relating to various asset purchases. Most of the earn-outs are based on a percentage of net sales and are typically payable on a quarterly to annual basis for a period of between two and twenty years.

During FY23, the Group entered into agreements to licence three women's health products (ANNOVERA®, IMVEXXY® and BIJUVA®) from TXMD for distribution in the US market. The contingent consideration represents the estimated present value of the future royalties and milestones payable on net sales of the product. Royalties on net sales of are payable to TXMD (8% of annual net sales of all products) and the licensor of ANNOVERA®, the Population Council (10% on annual net sales of ANNOVERA®). Milestones are also payable to the Population Council of US$40.0m if cumulative lifetime net sales of ANNOVERA® reach US$400 million and a further US$40m if cumulative net sales reach US$1.0 billion.

The deferred liability relating to the MCS sale relates to Mayne Pharma's commitment to contribute towards overhead recovery for the Greenville site sold to Catalent as part of the MCS sale. The agreement specifies fixed amounts payable quarterly over 3 years. The final payments were made during 1HFY26.

*Recognition and derecognition*

Earn-out liabilities of the Group are initially recognised as financial liabilities in the consolidated statement of financial position as part of business combinations and intangible asset acquisitions at fair value. Financial liabilities are derecognised when they are extinguished.

Deferred consideration recognised includes amounts which have contingent conditions such as FDA approval and on market conditions (eg. no entry of a new competitor into the relevant market). At balance date, the Group has assessed the amount expected to be paid for contingent amounts outlined in the relevant transaction agreements, using best estimates as to timing and likelihood of payments.

*Subsequent measurement*

After initial recognition, earn-out liabilities are recognised at fair value through profit or loss and are remeasured each reporting period. Movements in the liability from these changes are recognised in profit or loss.

**Significant accounting estimates and assumptions**

*Earn-out and deferred consideration liabilities*

The earn-out liabilities have been determined based on the net present value of estimated future payments for contracted royalty rates payable on expected future cash flows as well as future milestone payments payable against various future events. Deferred consideration liabilities represent the net present value of future predetermined payments. The estimation of the cash flows over a significant period, combined with the impact of currency movements and interest rates may result in substantial movements in the value of the liabilities recognised between reporting periods. The cash flows assumed discount rate and forecast exchange rates are reviewed every six months to ensure the most accurate fair value of the liabilities is reported.

Any changes in fair value for changes in the net present value of estimated future payments are recognised in the statement of profit or loss and other comprehensive income. The earn-out liabilities and contingent deferred consideration liabilities at reporting date include a charge representing the unwinding of the discounting of $34,220,000 (2025: $34,791,000) for the period. The earn-out liabilities at reporting date also include earn-out reassessments, a result of the impact on the net present value of future payments due to the Company reassessing the timing and/or value of future earn-out payments of $125,593,000 credit to profit loss / decrease to earn-outs (2025: $16,555,000 expense / increase to earn-outs).

As at 30 June 2026, the deferred consideration liability for NEXTSTELLIS® consists of fixed amounts which are subject to sales milestone requirements while the TXMD earnout liabilities consists of a mixture of fixed amounts (as outlined above for Population Council) and variable amounts based on sales.

Note 24 Fair Value Measurement includes a sensitivity analysis relating to the major earnout liabilities.

**Derivative related to convertible notes**

The conversion option of the convertible notes has been assessed as an embedded derivative that is not closely related to the host convertible note liability. Accordingly, the convertible notes have been separated into two components at initial recognition as follows:

Fair value of the conversion option (embedded derivative). This is included above in “Other financial liabilities”. At time of issue this derivative was a $9.743m liability (as discussed at Note 16). The value of the derivative has been determined using a Binomial Lattice model. Significant inputs to the model utilised at 30 June 2026 are Mayne Pharma’s:

- Stock price, $2.79
- Conversion price $5.356
- Expected volatility 70%
- Estimated credit spread 5.5%.

The value derived is considered Level 3 in the fair value hierarchy (see Note 24).

**NOTE 18 – PROVISIONS**

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current** | | |
| Employee benefits | 10,339 | 10,434 |
| | 10,339 | 10,434 |
| **Non-Current** | | |
| Employee benefits | 537 | 457 |
| | 537 | 457 |

**Provisions and employee benefits**

Provisions are recognised when the Group has a present obligation (legal or constructive) due to a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the reporting date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability.

**Employee leave benefits**

Liabilities for annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

**Long service leave**

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

## NOTE 19 – CONTRIBUTED EQUITY

Movements in contributed equity

| | 2026 Shares | 2025 Shares | 2026 $'000 | 2025 $'000 |
|---|---|---|---|---|
| Balance at beginning of year | 81,245,827 | 81,245,827 | 1,225,979 | 1,224,224 |
| Transfer to contributed equity on exercise of performance rights | - | - | 3,794 | 1,579 |
| Share buy backs / share cancellations – on market | - | - | | - |
| Tax effect performance rights (excess deduction) | - | - | - | 324 |
| Taxes paid relating to RSU's vesting | - | - | - | (148) |
| Balance at end of year | 81,245,827 | 81,245,827 | 1,229,773 | 1,225,979 |

**Contributed equity**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

**A. Terms and conditions of contributed equity**

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

**B. Capital management**

The primary objective of the Group in relation to capital management is to ensure that it maintains a strong balance sheet that supports its business objectives and to maximise shareholder value.

The Group manages its capital structure and adjusts it considering changes in economic conditions and the Company's strategy. To maintain or adjust the capital structure, the Company may return capital to shareholders (buyback shares, pay special dividends, capital return etc) or issue new shares. No changes were made to the objectives, policies or processes during the years ended 30 June 2026 and 30 June 2025.

The Group's current policy is to maintain a net cash/debt position (when debt required) within policy limits set by the directors and that can be serviced by the Group's cash flows. The Group includes within net cash/debt, interest-bearing loans and borrowings, less cash and cash equivalents.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Interest-bearing borrowings (including lease liabilities) | 43,197 | 41,271 |
| Less cash and cash equivalents | (80,003) | (59,839) |
| Less Marketable securities | - | (40,564) |
| Net (cash) / debt | (36,806) | (59,132) |

## NOTE 20 – RESERVES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Share-based payments reserve | 61,747 | 60,960 |
| Foreign currency translation reserve | 115,930 | 124,326 |
| | 177,677 | 185,286 |

**Share-based payments reserve**

The share-based payments reserve records the value of share-based payments provided to employees, including KMP, as part of their remuneration.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Balance at beginning of year | 60,960 | 58,584 |
| Share-based payments expense | 4,580 | 3,956 |
| Transfer to contributed equity on exercise of performance rights | (3,794) | (1,579) |
| Transfer to retained earnings on cancellation of employee shares | - | - |
| Balance at end of year | 61,747 | 60,960 |

**Foreign currency translation reserve**

Exchange differences arising on translation of the foreign controlled entities are recognised in Other Comprehensive Income as described in Note 1C and accumulated in a separate reserve within equity. Exchange differences arising on monetary items that form part of the reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity. In the Group's financial statements that include the foreign operation and the reporting entity, such exchange differences are recognised initially in other comprehensive income. The cumulative amount is reclassified to profit and loss when the net investment is disposed of except for cumulative exchange differences relating to non-controlling interests.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Balance at beginning of year | 124,326 | 118,526 |
| Foreign exchange translation differences (net of tax) | (8,396) | 5,800 |
| Balance at end of year | 115,930 | 124,326 |

## NOTE 21 – ACCUMULATED LOSSES

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Accumulated losses at the beginning of the period | (1,040,982) | (944,003) |
| Net (loss) / profit attributable to members | 24,473 | (93,836) |
| Transfer from Other Reserve | - | (3,143) |
| Accumulated losses at the end of the period | (1,016,509) | (1,040,982) |

## NOTE 22 – NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### A. Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position and for the purposes of the Statement of Cash Flows comprise cash at bank and in hand (excluding restricted cash) and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Cash and cash equivalents at the end of the year as shown in the Statement of Financial Position and the Statement of Cash Flows comprise the following:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Cash at bank and on hand | 80,003 | 59,839 |

Cash at bank attracts floating interest at current market rates.

### B. Reconciliation of net profit after income tax to net cash used in operating activities

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Net (loss) / profit after income tax** | 24,473 | (93,836) |
| *Adjustments for:* | | |
| Depreciation | 7,821 | 8,265 |
| Amortisation of intangibles and borrowing costs | 59,761 | 64,512 |
| Impairment | 165 | |
| Share-based payments | 4,580 | 3,956 |
| Discount unwind earn-out and deferred consideration liabilities | 34,220 | 34,790 |
| Other (net) finance expenses | (1,751) | (3,415) |
| Movement in earn-out liability - reassessment | (125,593) | 16,555 |
| Fair value adjustment convertible notes derivative | (7,340) | (1,675) |
| Net unrealised foreign exchange differences | 6,115 | (1,979) |
| Non-cash provisions (inventory and restructuring provisions) | (2,131) | (1,148) |
| | | |
| Changes in tax balances | | |
| Decrease / (increase) in deferred tax assets | 827 | 4,824 |
| Increase / (decrease) in current and deferred tax liabilities | 429 | 14,058 |
| Operating cash flows before working capital movements | 1,576 | 44,909 |
| | | |
| Changes in working capital | | |
| Decrease / (Increase) in receivables | (2,705) | 12,632 |
| Decrease / (Increase) in inventories | (4,659) | 25,813 |
| (Increase) / decrease in other assets | (9,522) | 9,991 |
| (Decrease) / increase in creditors | 28,939 | (36,852) |
| Increase / (decrease) in provisions | 239 | (5,779) |
| Working capital (investment) / release | 12,292 | 5,806 |
| | | |
| Changes in other receivables and other payables relating to Class Action settlement (net) | - | (33,246) |
| | | |
| Net cash from operating activities | 13,868 | 17,469 |

**NOTE 23 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments comprise cash, short-term deposits, marketable securities, receivables, payables, convertible notes and interest rate swaps.

The Group manages its exposure to key financial risks, including credit risk, interest rate risk, currency risk and liquidity risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange rates. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below.

**Risk exposures and responses**

**Interest rate risk**

The Group's main interest rate risk arises from cash and marketable securities. Cash and marketable securities earn variable rates expose the Group to cash flow interest rate risk. During the year the Group's cash and marketable securities at variable rates were denoted in USD and AUD.

The variable interest rate risk on borrowings is off-set by the variable interest rate risk of cash at bank and marketable securities.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Cash at bank and on hand | 80,003 | 59,839 |
| Marketable securities | - | 40,564 |

The following sensitivity analysis is based on the interest rate risk exposures in existence at reporting date. At reporting date, if interest rates had moved, as illustrated in the table below, with all other variables held constant, net profit and equity would have been affected as follows:

| | NET PROFIT/(LOSS) HIGHER/(LOWER) | | EQUITY HIGHER/(LOWER) | |
|---|---|---|---|---|
| | 2026 $'000 | 2025 $'000 | 2026 $'000 | 2025 $'000 |
| US interest rates -0.5% (50 basis points) | (272) | (412) | - | - |
| AUD interest rates -0.5% (50 basis points) | (125) | (90) | - | - |

The movements are due to higher/lower interest expense on borrowings less/plus lower/higher interest revenue from cash balances and marketable securities. Possible movements in interest rates were determined based on the current observable market environment.

**Foreign currency risk**

The Group has significant transactional currency exposures arising from sales and purchases in currencies other than the functional currency of the parent entity. Approximately 88% of the Group's revenues and 81% of the Group's costs are denominated in currencies other than the functional currency of the parent entity.

From time to time, the Company enters into FX contracts to manage the FX exposure of the Company relating to loans advanced to US subsidiaries denoted in USD. No FX contracts were outstanding at reporting date relating to intra-group loans.

The Group also holds assets and liabilities in US dollars (USD), Thai Baht (THB) and Euro (EUR). The existence of both assets and liabilities denominated in USD provides a limited natural hedge against adverse currency movements for USD denoted exposures.

At balance date the Group's only significant foreign exchange exposure was to US dollar monetary assets and US dollar monetary liabilities as shown in the table below:

| | A$'000 30 JUNE 2026 | A$'000 30 JUNE 2025 |
|---|---|---|
| Cash at bank | 5,504 | 1,826 |
| Trade receivables | - | 1,530 |
| Intra Group loans receivable | 95,583 | 122,834 |
| Trade and other payables | - | (250) |
| Other financial liabilities | - | (3,742) |
| Net exposure which may impact Net Profit/(Loss) | 101,087 | 122,197 |
| | | |
| Intra Group loans receivable | 116,043 | 122,530 |
| Net exposure which may impact equity | 116,043 | 122,530 |

The following table demonstrates the sensitivity to a reasonably possible change in the USD exchange rate, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

| | NET PROFIT/(LOSS) | | EQUITY | |
|---|---|---|---|---|
| | HIGHER/(LOWER) | | | HIGHER/(LOWER) |
| | 2026 $'000 | 2025 $'000 | 2026 $'000 | 2025 $'000 |
| AUD/USD +5% | (4,814) | (5,835) | (5,526) | (5,819) |
| AUD/USD -5% | 5,320 | 6,449 | 6,108 | 6,431 |

The movements are due to foreign currency gains or losses as a result of changes in the balances of cash, borrowings, and the net of receivables and payables.

**Credit risk**

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents, interest rate swaps and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of the financial assets.

The Group does not hold any credit derivatives to offset its credit exposure. The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested. The Group holds limited credit insurance in the US which would only apply for small customers in the US.

*Management of credit risk*

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures including an assessment of their independent credit rating, financial position, experience and industry reputation.

Approximately 33% of the Group's 2026 revenue was derived from the three largest customers which is not unusual for operations in the US pharmaceutical market where most of both branded and generic sales are made to a small number of key wholesale and retail organisations. The Group had three customers who comprised approximately 41% of the total trade receivables balance at reporting date. These customers were operating within agreed trading terms at the end of the FY26 period.

The Group believes that there is minimal credit risk on the above key customer concentration as there has never been any default on their obligations and they are major US pharmaceutical wholesale/retail organisations with investment grade credit ratings. The Group does not hold collateral as security.

Impairment of financial assets is considered using a forward-looking expected credit loss ('ECL') approach. Receivables are monitored on an ongoing basis. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial assets included on the Consolidated Statement of Financial Position that potentially subject the Group to concentration of credit risk consist principally of cash and cash equivalents, marketable securities and trade receivables. The Group minimises this concentration of risk by placing its cash and cash equivalents with financial institutions that maintain superior independent credit ratings to limit the degree of credit exposure. The maximum exposures to credit risk as at 30 June 2026 in relation to each class of recognised financial assets is the carrying amount of those assets, as indicated in the Consolidated Statement of Financial Position.

Credit quality of financial assets:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Cash and cash equivalents[1] | 80,003 | 59,839 |
| Marketable securities[2] | | 40,564 |
| Trade and other receivables[3] | 174,588 | 180,643 |
| | 254,591 | 281,046 |

Notes:
1. Minimum of S&P AA rated counterparty with which deposits are held.
2. Marketable securities are an investment in a money market fund with underlying investments in short term US government debt and repurchase obligations. These are not considered to have significant credit risk exposure given the credit quality of the underlying instruments of the fund.
3. At period end 2026 trade receivables were $157,154,000 with 97% of trade receivables within trading terms.

**Liquidity risk**

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet its obligations to repay its financial liabilities as and when they fall due.

The Group's objective is to maintain a balance between continuity of funding and flexibility using loans and cash and short-term deposits sufficient to meet the Group's current cash requirements. Risk is managed by spreading liability commitments.

The Board manages liquidity risk by monitoring, monthly, the total cash inflows and outflows expected over the budget and forecast period.

The following table discloses the remaining contractual maturities for the Group's liquid financial assets and liabilities based on undiscounted cash flows and exclude cash flows relating to interest or line fees on interest bearing loans and borrowings. The timing of cash flows for liabilities is based on the contractual terms of the underlying contract.

| | LESS THAN 6 MONTHS $'000 | 6 TO 12 MONTHS $'000 | 1 TO 5 YEARS $'000 | GREATER THAN 5 YEARS $'000 | TOTAL $'000 |
|---|---|---|---|---|---|
| **30 June 2026** | | | | | |
| **Liquid financial assets** | | | | | |
| Cash and cash equivalents | 80,003 | - | - | - | 80,003 |
| Marketable securities | - | - | - | - | |
| Trade and other receivables | 174,588 | - | - | - | 174,588 |
| | 254,591 | - | - | - | 254,591 |
| **Financial liabilities** | | | | | |
| Trade and other payables | (194,041) | - | - | - | (194,041) |
| Interest-bearing loans and borrowings | (42,550) | (1,366) | (1,736) | - | (45,653) |
| Other financial liabilities | (10,319) | (10,319) | (146,267) | (352,175) | (519,079) |
| | (246,910) | (11,685) | (148,003) | (352,175) | (758,773) |
| Net inflow/(outflow) | 7,681 | (11,685) | (148,003) | (352,175) | (504,182) |

| | LESS THAN 6 MONTHS $'000 | 6 TO 12 MONTHS $'000 | 1 TO 5 YEARS $'000 | GREATER THAN 5 YEARS $'000 | TOTAL $'000 |
|---|---|---|---|---|---|
| **30 June 2025** | | | | | |
| **Liquid financial assets** | | | | | |
| Cash and cash equivalents | 59,839 | - | - | - | 59,839 |
| Marketable securities | 40,564 | - | - | - | 40,564 |
| Trade and other receivables | 180,643 | - | - | - | 180,643 |
| | 281,046 | - | - | - | 281,046 |
| **Financial liabilities** | | | | | |
| Trade and other payables | (174,304) | - | - | - | (174,304) |
| Interest-bearing loans and borrowings | (2,069) | (2,069) | (44,448) | - | (48,586) |
| Other financial liabilities | (21,461) | (9,208) | (210,327) | (524,759) | (765,755) |
| | (197,834) | (11,277) | (254,775) | (524,759) | (988,645) |
| Net inflow/(outflow) | 83,212 | (11,277) | (254,775) | (524,759) | (707,599) |

Included in other financial liabilities are earn-outs which are only payable on achieving a predetermined sales performance. As a result, payment of such liabilities will, either in full or in part, be funded from operating activities and timing and / or value of the payments will be based on sales performance.

## NOTE 24 – FAIR VALUE MEASUREMENT

### Fair value measurement

The Group measures financial instruments, such as derivatives, at fair value at each reporting date.

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, if market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for fair value measurement.

External valuers are involved for valuation of significant assets and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the significant inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group also compares each of the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The Group's external valuers provide the valuation results. The results and underlying assumptions are discussed with the Audit and Risk Committee.

For fair value disclosures, the Group has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are recognised in the financial statements.

| | CARRYING AMOUNT | | FAIR VALUE | |
|---|---|---|---|---|
| | 2026 $'000 | 2025 $'000 | 2026 $'000 | 2025 $'000 |
| **Liabilities** | | | | |
| Interest bearing liability – convertible note | 39,053 | 35,152 | 39,741 | 37,754 |
| Derivative relating to convertible notes | 676 | 8,016 | 676 | 8,016 |
| Earn-out and deferred consideration liabilities | 264,830 | 401,045 | 264,830 | 401,045 |

Cash and trade and other receivables approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of marketable securities equals its carrying value. Returns on marketable securities are recognised as interest income.

The earn-out liabilities payable utilises present value calculation techniques that are not based on observable market data. The key inputs are forecast sales.

At balance date the Group has assessed the amount expected to be paid for contingent amounts outlined in the asset purchase agreements, using best estimates as to timing and likelihood of payments.

Set out below are the significant unobservable inputs to valuation as at 30 June 2026:

| Earn-out / deferred consideration | Valuation technique | Significant unobservable inputs | Input used | Sensitivity of the input to fair value |
|---|---|---|---|---|
| Mithra-NEXTSTELLIS® – deferred consideration liability | DCF | Forecast net sales | | 5% increase (decrease) in net sales would change the expected timing of milestone payments resulting in an increase (decrease) in fair value by $2.2m / ($2.7m). |
| | | WACC | 10.2% | 1% increase / (decrease) in the WACC would result in decrease / (increase) in fair value by $5.6m / ($6.1m). |
| TXMD assets – deferred consideration liability | DCF | Forecast net sales | | 5% increase (decrease) in net sales would change the expected timing of milestone payments resulting in an increase (decrease) in fair value by $6.6m / ($6.1m).1% increase / (decrease) in the WACC would result in decrease / (increase) in fair value by $7.1m / ($7.6m). |
| | | WACC | 10.2% | |

**Assets and liabilities measured at fair value**

As at 30 June 2026, the Group held the following financial instruments carried at fair value in the Statement of Financial Position:

| | LEVEL 2 | | LEVEL 3 | |
|---|---|---|---|---|
| | 2026 $'000 | 2025 $'000 | 2026 $'000 | 2025 $'000 |
| **Financial Liabilities** | | | | |
| Derivative relating to convertible notes | - | - | 676 | 8,016 |
| Earn-out and deferred consideration liabilities | - | - | 264,830 | 401,045 |

**Reconciliation of fair value measurements of Level 3 financial instruments**

The Group carries earn-out and deferred consideration liabilities classified as Level 3 within the fair value hierarchy.

A reconciliation of the beginning and closing balances at 30 June including movements is summarised below:

| | 2026 $'000 DERIVATIVE RELATING TO CONVERTIBLE NOTES | 2025 $'000 DERIVATIVE RELATING TO CONVERTIBLE NOTES | 2026 $'000 EARN-OUT & DEFERRED CONSIDERATION LIABILITIES | 2025 $'000 EARN-OUT & DEFERRED CONSIDERATION LIABILITIES |
|---|---|---|---|---|
| Opening balance | 8,016 | 9,691 | 401,045 | 372,129 |
| Additions recognised during the year | - | - | - | 9,535 |
| Change in fair value attributable to the unwinding of the discounting | - | - | 34,220 | 34,791 |
| Movement in undiscounted fair value | (7,340) | (1,675) | (125,593) | 16,555 |
| Amounts settled | - | - | (25,726) | (39,773) |
| Foreign currency translation movement | - | - | (19,116) | 7,808 |
| Closing balance | 676 | 8,016 | 264,830 | 401,045 |

## NOTE 25 – RELATED PARTY DISCLOSURES

### A. Subsidiaries

The consolidated financial statements include the financial statements of the Company and the subsidiaries listed in the following table:

| | TAX RESIDENCY | COUNTRY OF INCORPORATION | % EQUITY INTEREST 2026 | % EQUITY INTEREST 2025 |
|---|---|---|---|---|
| Mayne Pharma International Pty Ltd | Australia | Australia | 100 | 100 |
| Mayne Products Pty Ltd[1] | Australia | Australia | 100 | 100 |
| Mayne Pharma UK Limited[1] | United Kingdom | United Kingdom | 100 | 100 |
| Mayne Holdings US Inc | United States | United States | 100 | 100 |
| Mayne Pharma Commercial LLC | United States | United States | 100 | 100 |
| Mayne Pharma Ventures Pty Ltd | Australia | Australia | 100 | 100 |
| Mayne Pharma Ventures LLC[1] | United States | United States | 100 | 100 |
| Swan Pharmaceuticals LLC[1] | United States | United States | 100 | 100 |
| Mayne Pharma LLC | United States | United States | 100 | 100 |
| Mayne Pharma (Ireland) Limited[1] | Ireland | Ireland | 100 | 100 |
| Adelaide Apothecary LLC | United States | United States | 100 | 100 |
| DistributeRx LLC (formerly Mayne Pharma Distribution Services LLC) | United States | United States | 100 | 100 |

Note: 1. Dormant subsidiaries.

### B. Ultimate parent

Mayne Pharma Group Limited is the ultimate parent entity.

### C. KMP Compensation

| | 2026 $ | 2025 $ |
|---|---|---|
| Short-term employee benefits | 4,013,263 | 3,540,145 |
| Termination benefits | 663,423 | - |
| Post-employment benefits | 88,755 | 87,976 |
| Share-based payments [1] | 1,460,229 | 1,264,344 |
| | 6,225,670 | 4,892,465 |

Note: 1. The current period and prior expense includes amounts relating to the deferred element of FY24 STI awards (provided in the form of RSUs).

### D. Transactions with related parties

The Company had no other transactions with KMP or other related parties during the financial years ended 30 June 2026 or 30 June 2025.

Amounts owing to Directors, Director-related parties and other related parties at 30 June 2026 and 30 June 2025 were nil.

## NOTE 26 – AUDITOR'S REMUNERATION

BDO Audit Pty Ltd (BDO) were the auditors in the current and prior year.

| | 2026 $ | 2025 $ |
|---|---|---|
| **Amounts received or due and receivable by BDO for** | | |
| Fees for auditing the statutory financial report of the Group | 609,000 | 580,000 |
| Fees for other services | 14,000 | - |
| | 623,000 | 580,000 |

| | 2026 $ | 2025 $ |
|---|---|---|
| **Amounts received or due and receivable by overseas member firms of BDO Australia** | | |
| Fees for auditing the statutory financial report of the Group | 598,500 | 570,000 |
| Tax compliance and advisory services | 110,570 | 113,005 |
| | 709,070 | 683,005 |

The above non-audit services from member firms are invoiced in USD to Mayne Pharma Commercial LLC and are subject to foreign currency translation.

## NOTE 27 - SHARE-BASED PAYMENT PLANS

The expense recognised for employee services received during the year is shown in the table below:

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Expense arising from equity-settled share-based payment transactions continuing operations | 4,580 | 3,956 |
| Total expense arising from equity-settled share-based payment transactions | 4,580 | 3,956 |

**Share-based payment transactions – recognition and measurement**

The Group provides benefits to its employees (including KMP) in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). If an employee leaves the Group prior to the vesting and the employee hasn't met the qualifying period of service or is not otherwise considered a 'good leaver', any share-based payment previously granted to the employee will normally be forfeited. Where an employee leaves the Group after the vesting but prior to the expiry of share-based payments granted, the employee normally has 12 months in which to exercise or the shares or options will lapse. If the Company's employee incentive plan was cancelled, this would not affect the rights of employees in relation to previously issued share-based payments.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using an appropriate option-pricing model, depending on the complexity of the exercise conditions. The cost is recognised, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The Group engaged an accredited independent valuer to determine the fair value of options issued at the date at which they are granted.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the vesting period.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (refer to Note 7).

**Significant accounting estimates and assumptions**

*Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using an appropriate option-pricing model depending on the complexity of the exercise conditions with both the Black Scholes option-pricing model and the Monte Carlo Simulation option-pricing model utilised during the period. The specific assumptions applied to the options issued during the year are provided in this note. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

*Employee Omnibus Incentive Plan (OEIP)*

An Employee Omnibus Incentive Plan (previously the Performance Rights and Option Plan (PROP)) is in place where employees of the Company may be issued with equity incentives, including performance rights and restricted stock units (RSUs). The performance rights and RSUs, issued for nil consideration, are issued in accordance with guidelines established by the Directors of the Company. Performance rights and RSUs have similar characteristics as options except that they have a nil exercise price.

Each employee performance right or RSU converts to one ordinary share in the Company upon exercise. The performance rights and RSUs carry neither rights to dividends, nor voting rights. Performance rights and RSUs may be exercised at any time from the date of vesting to the date of their expiry. The exercise price is set by reference to the volume weighted average price at which the Company's shares trade on the Australian Securities Exchange (ASX) across an agreed period. Performance rights held by US employees are subject to automatic exercise and sell to cover withholding taxes on vesting. The contractual term varies across the various issues but generally ranges from three to five years. There is net of tax settlement alternative available when employees are unable to trade to meet withholding tax obligations.

The tables below show the options which were outstanding during the year ended 30 June 2026.

| | 2026 NUMBER OF OPTIONS | 2026 WEIGHTED AVERAGE EXERCISE VALUE $ | 2025 NUMBER OF OPTIONS | 2025 WEIGHTED AVERAGE EXERCISE VALUE $ |
|---|---|---|---|---|
| Balance at beginning of year | 695,322 | $6.68 | 695,322 | $6.68 |
| Exercised during financial year | - | - | - | - |
| Forfeitures and lapses | (695,322) | $6.68 | - | - |
| Balance at end of year | - | - | 695,322 | $6.68 |

No options were issued during the year ended 30 June 2026 (30 June 2025: nil).

For the year ended 30 June 2026

The tables below show the performance rights which were outstanding during the year ended 30 June 2026.

| | EXPIRY DATE | BALANCE AT BEGINNING OF YEAR NUMBER | GRANTED DURING THE YEAR NUMBER | EXERCISED DURING THE YEAR NUMBER | OTHER MOVEMENTS DURING THE YEAR NUMBER[1] | BALANCE AT END OF YEAR NUMBER |
|---|---|---|---|---|---|---|
| **Year ended 30 June 2026** | | | | | | |
| Performance Rights | 30 Sep 2025 | 529,129 | - | - | (529,129) | - |
| Performance Rights | 31 Mar 2026 | 72,003 | - | - | (72,003) | - |
| Performance Rights | 30 Sep 2026 | 1,404,668 | - | - | (17,352) | 1,387,316 |
| Performance Rights | 30 Sep 2027 | 1,205,988 | - | (929,398) | (241,303) | 35,287 |
| Performance Rights | 30 Sep 2028 | 795,512 | - | - | (46,596) | 748,916 |
| Performance Rights | 30 Sep 2028 | 266,738 | - | - | (29,638) | 237,100 |
| Performance Rights | 30 Sep 2026 | 29,859 | - | (26,350) | - | 3,509 |
| Performance Rights | 30 Sep 2027 | 432,122 | - | (391,206) | (5,856) | 35,060 |
| Performance Rights | 30 Sep 2027 | 35,170 | - | (35,170) | - | - |
| Performance Rights | 30 Sep 2028 | 34,707 | - | - | - | 34,707 |
| Performance Rights | 30 Sep 2029 | 1,091,051 | - | - | (190,809) | 900,242 |
| Performance Rights | 1 May 2028 | - | 151,439 | - | - | 151,439 |
| Performance Rights [2] | 30 Sep 2028 | - | 1,090,360 | - | (33,108) | 1,057,252 |
| Performance Rights [2] | 1 May 2029 | - | 768,557 | - | - | 768,557 |
| Performance Rights [2] | 1 May 2031 | - | 1,458,742 | - | - | 1,458,742 |
| | | 5,896,947 | 3,469,098 | (1,382,124) | (1,165,794) | 6,818,127 |

Note: 1. Performance rights were forfeited on the termination of employment.
2. On 26 June 2026, the Company issued offer letters to eligible employees for Restricted Stock Units (RSUs) and Performance Rights under its equity incentive plan. The grant date for accounting purposes was determined to be 10 July 2026, being subsequent to the reporting date, and the associated share-based payment expense will be recognised from that date.

| | EXPIRY DATE | BALANCE AT BEGINNING OF YEAR NUMBER | GRANTED DURING THE YEAR NUMBER | EXERCISED DURING THE YEAR NUMBER | OTHER MOVEMENTS DURING THE YEAR NUMBER[1] | BALANCE AT END OF YEAR NUMBER |
|---|---|---|---|---|---|---|
| **Year ended 30 June 2025** | | | | | | |
| Performance Rights | 30 Sep 2024 | 624,682 | - | - | (624,682) | - |
| Performance Rights | 30 Sep 2025 | 530,685 | - | - | (1,556) | 529,129 |
| Performance Rights | 31 Mar 2026 | 81,498 | - | - | (9,495) | 72,003 |
| Performance Rights | 30 Sep 2026 | 1,406,210 | - | - | (1,542) | 1,404,668 |
| Performance Rights | 30 Sep 2027 | 1,212,716 | - | | (6,728) | 1,205,988 |
| Performance Rights | 30 Sep 2028 | 812,197 | | - | (16,685) | 795,512 |
| Performance Rights | 30 Sep 2028 | 266,738 | | - | - | 266,738 |
| Performance Rights | 30 Sep 2026 | 394,733 | | (352,426) | (12,448) | 29,859 |
| Performance Rights | 30 Sep 2026 | 23,816 | | (23,816) | - | - |
| Performance Rights | 30 Sep 2027 | - | 464,168 | | (32,046) | 432,122 |
| Performance Rights | 30 Sep 2027 | - | 35,170 | | - | 35,170 |
| Performance Rights | 30 Sep 2028 | - | 34,707 | | - | 34,707 |
| Performance Rights | 30 Sep 2029 | - | 1,182,431 | | (91,380) | 1,091,051 |
| | | 5,353,275 | 1,716,476 | (376,242) | (796,562) | 5,896,947 |

Note: 1. Performance rights were forfeited on the termination of employment.

For performance rights granted during the financial year (treated as options for accounting purposes), the fair value of the performance rights granted was determined by valuation specialists, using the Monte Carlo Simulation option pricing model. The following inputs were used in the valuations:

| | PERFORMANCE RIGHTS GRANTED 26 JUNE 2026 (AU) | PERFORMANCE RIGHTS GRANTED 26 JUNE 2025 (US) |
|---|---|---|
| Number of shares (treated as options for accounting) | 110,228 | 1,003,248 |
| Monte Carlo Simulation model fair value | 1.642 | 1.642 |
| Share price at grant date | $2.57 | $2.57 |
| Exercise price | - | - |
| Expected volatility | 70.0% | 70.0% |
| Expected option life | 2.9 yrs | 2.9 yrs |
| Dividend yield | - | - |
| Risk-free rate | 4.4% | 4.4% |

The base test price for the June 2026 rights was set as $2.83. This means, to vest, the share price growth needs to be a minimum of 8% growth from the base of $2.83.

As the point of taxation of performance rights is different for Australian and US employees (which influences the timing for exercising vested performance rights), the expected life and hence the valuation of performance rights also varies between Australian and US employees.

The expected volatility was determined based on historical volatility of the Company and of similar companies. The estimate reflects the likelihood that the volatility in financial markets over the next three to five years will be less extreme than that experienced during the global financial crisis and considers the likely stabilising impact of the capital raisings. The expected life of the share options is based on historical data and current expectations and is not necessarily reflective of exercise patterns that may eventuate.

The table below illustrates the required growth rates at a TSR CAGR of 8% pa and a TSR CAGR of 15% for grants which would represent 20% vesting and 100% vesting respectively:

| | Absolute TSR CAGR | Vesting | Year 3 |
|---|---|---|---|
| Threshold performance | TSR CAGR 8% | 20% vesting | TSR +26% from base year |
| Target performance | TSR CAGR 15% | 100% vesting | TSR +52% from base year |

The company also issued the following RSU performance rights –

| Grant date | Number issued | Expiry date | Market value per instrument | Vest date |
|---|---|---|---|---|
| 30 December 2025 | 1,090,360 | 30 September 2028 | $3.16 | 1 September 2026 |
| 26 June 2026 | 151,439 | 1 May 2028 | $2.4772 | 26 June 2026 |
| 26 June 2026 | 768,557 | 1 May 2029 | $2.4772 | 1 May 2027 |
| 26 June 2026 | 345,266 | 1 May 2031 | $2.4772 | 1 May 2029 |

On 26 June 2026, the Company issued offer letters to eligible employees for Restricted Stock Units (RSUs) and Performance Rights under its equity incentive plan. The grant date for accounting purposes for two of these grants above (expiry date 1 May 2029 and 1 May 2031) was determined to be 10 July 2026 (the last date employees could accept), being subsequent to the reporting date, and the associated share-based payment expense will be recognised from that date.

The above RSU performance rights only require employees to remain employees as at the vest date for the RSU performance rights to vest. As these do not include a market hurdle vesting condition, these instruments are valued based on the share price at the date granted.

**Shares granted to employees**

Prior to FY22, Mayne Pharma operated an Employee Share Loan Scheme (ESLS), pursuant to which eligible employees acquired shares in the Company funded by a limited-recourse loan from the Group. While shares were acquired under the plan for legal and taxation purposes, Australian Accounting Standards require the shares be treated as options for accounting purposes. As a result, the amounts receivable from employees in relation to these loans are not recognised in the financial statements.

All outstanding loan shares were forfeited during FY26 as they did not meet the required performance conditions. The table below shows the change in loan shares during the financial year.

| Year ended 30 June 2026 | GRANT DATE | EXPIRY DATE | LOAN VALUE PER SHARE (POST CONSOLIDATION) | NUMBER HELD AT 1 JULY 2025 | NUMBER GRANTED DURING YEAR | NUMBER LAPSED, FORFEITED OR CANCELLED DURING THE YEAR (POST CONSOLIDATION)[2] | NUMBER HELD AT 30 JUNE 2026 |
|---|---|---|---|---|---|---|---|
| Unlisted shares | 15 Sep 2020 | 30 Sep 2025 | $6.618 | 520,487 | - | (520,487) | - |
| Unlisted shares | 26 Sep 2020 | 30 Sep 2025 | $7.294 | 15,921 | - | -(15,921) | - |
| Unlisted shares | 1 Dec 2020 | 30 Sep 2025 | $7.108 | 432,189 | - | (432,189) | - |
| | | | | 968,597 | - | (968,597) | - |

Note:
1. The loan values per share outlined above are based on post consolidation and are not adjusted for the after-tax impact of the dividend paid in January 2023 as the after-tax dividend amount varies between recipients.
2. Shares forfeited by employees during the period have not been cancelled. Forfeited shares were transferred to an employee share trust pending future exercises of employee performance rights or options.

No loan shares were granted during the previous financial year.

| Year ended 30 June 2025 | GRANT DATE | EXPIRY DATE | LOAN VALUE PER SHARE (POST CONSOLIDATION) | NUMBER HELD AT 1 JULY 2024 | NUMBER GRANTED DURING YEAR | NUMBER LAPSED, FORFEITED OR CANCELLED DURING THE YEAR (POST CONSOLIDATION)[2] | NUMBER HELD AT 30 JUNE 2025 |
|---|---|---|---|---|---|---|---|
| Unlisted shares | 29 Sep 2019 | 30 Sep 2024 | $10.302 | 570,548 | - | (570,548) | - |
| Unlisted shares | 29 Nov 2019 | 30 Sep 2024 | $9.390 | 257,284 | - | (257,284) | - |
| Unlisted shares | 15 Sep 2020 | 30 Sep 2025 | $6.618 | 520,487 | - | - | 520,487 |
| Unlisted shares | 26 Sep 2020 | 30 Sep 2025 | $7.294 | 15,921 | - | - | 15,921 |
| Unlisted shares | 1 Dec 2020 | 30 Sep 2025 | $7.108 | 432,189 | - | - | 432,189 |
| | | | | 1,796,429 | - | (827,832) | 968,597 |

Note:
1. The loan values per share outlined above are based on post consolidation and are not adjusted for the after-tax impact of the dividend paid in January 2023 as the after-tax dividend amount varies between recipients.
2. Shares forfeited by employees during the period have not been cancelled. Forfeited shares were transferred to an employee share trust pending future exercises of employee performance rights or options.

Base test dates for outstanding grants are generally 1 September to align with results announcements. This progressive vesting schedule can provide a rolling benefit to senior executives in the absence of a short-term incentive. The most recent grants issued in June 2026 have a 1 May testing date.

## NOTE 28 – PARENT ENTITY DISCLOSURES

### Financial position

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Assets** | | |
| Current assets | 25,099 | 16,256 |
| Non-current assets | 304,333 | 410,663 |
| Total assets | 329,432 | 426,919 |
| | | |
| **Liabilities** | | |
| Current liabilities | 44,108 | 50,257 |
| Non-current liabilities | 2,230 | 6,379 |
| Total liabilities | 46,337 | 56,636 |
| **Net assets** | 283,095 | 370,283 |
| | | |
| **Equity** | | |
| Issued capital | 1,229,773 | 1,225,978 |
| Reserves | 58,604 | 57,901 |
| Accumulated losses | (1,005,282) | (913,596) |
| **Total equity** | 283,095 | 370,283 |

### Financial performance

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Profit/(Loss) for the year | (91,686) | (128,475) |
| Other comprehensive income | - | - |
| Total comprehensive income | (91,686) | (128,475) |

The parent entity accounting policies are consistent with the group accounting policies other than the investment in subsidiaries is stated at fair value which reflects the net assets of the subsidiaries.

The parent entity has no capital commitments. As noted in note 31, the parent entity is a party to a deed of cross guarantee with its subsidiaries.

## NOTE 29 – COMMITMENTS AND CONTINGENCIES

### A. Commitments

### Capital Commitments

The Group had $0.5m of contractual obligations for the purchase of capital equipment as at 30 June 2026 (2025: $2.1m).

### B. Contingencies

Some Mayne Pharma companies are, or will likely in the future, be subject to various legal proceedings and investigations that arise from time to time. These may include proceedings regarding product liability and personal injury, sales and marketing practices, continuous disclosure obligations, commercial disputes or antitrust and intellectual property matters. As a result, the Group may become subject to substantial liabilities that may not be covered by insurance and that could affect our business, financial position and reputation. Litigation is inherently unpredictable and large judgements sometimes occur. Consequently, Mayne Pharma may in the future incur judgements or enter into settlements of claims that could have a material adverse effect on its operating results and/or cash flow.

Mayne Pharma has not made provisions for potential damage or other remedies for legal claims against it or its subsidiaries where Mayne Pharma currently believes that a payment is either not probable or cannot be reliably estimated.

### Summary of significant investigations and legal proceedings currently brought against the Company seeking damages or other remedies

The legal claims and allegations summarised below are being vigorously contested or pursued by Mayne Pharma. In relation to the contested matters, Mayne Pharma does not presently consider any material payment in respect of liability is probable. To the extent related amounts might become payable at a future date, such related amounts cannot be reliably estimated at this time and as such no amounts have been provisioned for as at the reporting date.

### United States litigation matters

*Drug pricing matters - litigation*

In the last few years, Mayne Pharma Inc has been sued alongside other generic pharmaceutical companies in civil complaints alleging anticompetitive conduct in the sale of generic drugs with claims related to drugs sold by Mayne Pharma as well as allegations that all defendants were part of an overarching, industry wide conspiracy to allocate markets and fix prices generally. The civil complaints include a complaint by the attorneys general of 45 US states, the District of Columbia and the Commonwealth of Puerto Rico, and class action lawsuits filed by direct purchasers (including one in Canada), end-payors, and indirect resellers, as well as lawsuits filed by opt out private plaintiffs and various county plaintiffs. Nearly all of the private US cases have been consolidated into multidistrict litigation pending in federal court, the Eastern District of Pennsylvania; the state action (brought by the state attorneys general) has been remanded to the District of Connecticut. One opt-out action is in deferred status in state court in New York, and three writs of action are in deferred status in state court in Pennsylvania. Mayne Pharma is strongly defending the allegations made in these civil complaints.

*Federal Health care – investigation*

In July 2021, the Company received a Civil Investigative Demand (CID) from the Civil Division of the US Department of Justice (DOJ) seeking information relating to claims submitted to federal health care programs and surrounding select branded products. Mayne Pharma is fully cooperating with this investigation.

In April 2023, the Company received subpoenas from the California Department of Insurance seeking information similar to that contained in the DOJ's above-referenced CID. Mayne Pharma is fully cooperating with this investigation.

*Paragraph IV litigation*

*TherapeuticsMD, Inc. and Mayne Pharma LLC v. Teva Pharmaceuticals USA, Inc.*, Civil Action Nos. 2:20-cv-03485-BRM-SDA; 2:20-cv-08809-BRM-ESK; 2:20-cv-11087-BRM-ESK; 2:20-cv-17496-BRM-ESK; 2:21-cv-12794-BRM-SDA; 2:24-cv-11161-BRM-SDA (D.N.J.)

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from generic drug maker Teva Pharmaceuticals USA, Inc. ("Teva") dated February 18, 2020 directed to five of its IMVEXXY® Orange Book patents. TherapeuticsMD, Inc.'s U.S. Patent Nos. 9,180,091; 9,289,382; 10,258,630; 10,398,708; and 10,471,072 generally cover vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book lists November 21, 2032 as the expiration date of U.S. Patent No. 9,180,091; U.S. Patent No. 9,289,382; U.S. Patent No. 10,258,630; U.S. Patent No. 10,398,708; and U.S. Patent No. 10,471,072. On April 1, 2020, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s five patents. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patents by submitting to FDA an Abbreviated New Drug Application ("ANDA") seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patents. Filing its April 1, 2020 Complaint within 45 days of receiving Teva's Paragraph IV certification notice entitles TherapeuticsMD, Inc. to an automatic stay preventing FDA from approving Teva's ANDA for 30 months from the date of TherapeuticsMD, Inc.'s receipt of the Paragraph IV Notice Letter. Teva filed an Answer and Amended Answer on June 15, 2020 and July 2, 2020, respectively, denying the substantive allegations of the Complaint and asserting Counterclaims seeking declaratory judgments of non-infringement and invalidity. On July 13, 2020, TherapeuticsMD, Inc. filed its Reply, denying the substantive allegations of Teva's Counterclaims.

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from Teva dated June 2, 2020 directed to TherapeuticsMD, Inc.'s U.S. Patent Nos. 10,537,581 and 10,568,891, which generally cover vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book states that U.S. Patent Nos. 10,537,581 and 10,568,891 expire on November 21, 2032. On July 13, 2020, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s U.S. Patent Nos. 10,537,581 and 10,568,891. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patents by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patents. On August 5, 2020, Teva answered the Complaint and denied the substantive allegations of the Complaint. Teva also asserted Counterclaims seeking declaratory judgments of non-infringement and invalidity. On August 19, 2020, TherapeuticsMD, Inc. filed its Reply, denying the substantive allegations of Teva's Counterclaims. On August 14, 2020, the Court issued an Order consolidating Civil Action Nos. 20-3485 and 20-8809 for all purposes.

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from Teva dated August 5, 2020 directed to TherapeuticsMD, Inc.'s U.S. Patent No. 10,668,082, which generally covers vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book states that U.S. Patent No. 10,668,082 expires on November 21, 2032. On August 21, 2020, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s U.S. Patent No. 10,668,082. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patent by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patent. On September 9, 2020, Teva answered the Complaint and denied the substantive allegations of the Complaint. Teva also asserted Counterclaims seeking declaratory judgments of non-infringement and invalidity. On September 23, 2020, TherapeuticsMD, Inc. filed its Reply, denying the substantive allegations of Teva's Counterclaims. On September 18, 2020, the Court issued an Order consolidating Civil Action Nos. 20-3485 and 20-11087 for all purposes.

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from Teva dated February 4, 2021 directed to TherapeuticsMD, Inc.'s U.S. Patent Nos. 10,806,697 and 10,835,487, which generally cover vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book states that U.S. Patent Nos. 10,806,697 and 10,835,487 expire on November 21, 2032. Prior to receiving Teva's notice letter, on November 30, 2020, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s U.S. Patent Nos. 10,806,697 and 10,835,487. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patents by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patents. On December 21, 2020, Teva answered the Complaint and denied the substantive allegations of the Complaint. Teva also asserted Counterclaims seeking declaratory judgments of non-infringement and invalidity. On January 11, 2021, TherapeuticsMD, Inc. filed its Reply, denying the substantive allegations of Teva's Counterclaims. On December 9, 2020, the Court issued an Order consolidating Civil Action Nos. 20-3485 and 20-17496 for all purposes.

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from Teva dated May 13, 2021 directed to TherapeuticsMD, Inc.'s U.S. Patent No. 10,888,516, which generally covers vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book states that U.S. Patent No. 10,888,516 expires on November 21, 2032. On June 21, 2021, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s U.S. Patent No. 10,888,516. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patent by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patent.

On July 27, 2021, the Court issued an Order staying all of the above-captioned litigation and extending the 30-month stay for a number of days equal to the number of days the litigation stay is in place.

On July 13, 2023, the Court issued an Order amending the caption in the above-captioned litigation to add Mayne Pharma LLC as a plaintiff, and reinstating the litigation stay. On November 20, 2024, the Court issued an Order lifting the stay.

TherapeuticsMD, Inc. received a Paragraph IV Notice Letter from Teva dated November 13, 2024 directed to nine of the IMVEXXY® Orange Book patents. TherapeuticsMD, Inc.'s U.S. Patent Nos. 11,065,197; 11,123,283; 11,116,717; 11,304,959; 11,241,445; 11,266,661; 11,246,875; 11,351,182; and 11,497,709 generally cover vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book states that U.S. Patent Nos. 11,065,197; 11,123,283; 11,116,717; 11,304,959; 11,241,445; 11,246,875; 11,351,182; and 11,497,709 expire on

November 21, 2032; and U.S. Patent No. 11,266,661 expires on February 2, 2034. On December 13, 2024, TherapeuticsMD, Inc. filed a lawsuit against Teva alleging infringement of TherapeuticsMD, Inc.'s U.S. Patent Nos. 11,065,197; 11,123,283; 11,116,717; 11,304,959; 11,241,445; 11,266,661; 11,246,875; 11,351,182; and 11,497,709. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Teva infringed TherapeuticsMD, Inc.'s IMVEXXY® patents by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of TherapeuticsMD, Inc.'s patents.

On December 23, 2024, the Court issued an Order consolidating Civil Action Nos. 20-3485, 21-12794, and 24-11161 for all purposes. On January 7, 2025, Teva Answered the Complaints in Civil Action Nos. 21-12794 and 24-11161 and denied the substantive allegations of the Complaints. Teva also asserted Counterclaims seeking declaratory judgments of non-infringement and invalidity. On January 28, 2025, Plaintiffs filed their Reply, denying the substantive allegations of Teva's Counterclaims.

Pretrial discovery is ongoing in these consolidated cases, and trial is scheduled to begin October 5, 2026.

*TherapeuticsMD, Inc. and Mayne Pharma LLC v. Sun Pharmaceutical Industries Ltd. and Sun Pharmaceutical Industries, Inc*., Civil Action No. 2:24-cv-07974-BRM-SDA (D.N.J.)

TherapeuticsMD, Inc. and Mayne Pharma LLC received a Paragraph IV Notice Letter from generic drug maker Sun Pharmaceutical Industries Ltd. dated June 14, 2024 directed to twenty of the IMVEXXY® Orange Book patents. TherapeuticsMD, Inc.'s U.S. Patent Nos. 9,180,091; 9,289,382; 10,258,630; 10,398,708; 10,471,072; 10,537,581; 10,568,891; 10,668,082; 10,806,697; 10,835,487; 10,888,516; 11,065,197; 11,116,717; 11,123,283; 11,241,445; 11,246,875; 11,266,661; 11,304,959; 11,351,182; and 11,497,709 generally cover vaginal estradiol formulations and methods of treating certain conditions using those formulations. FDA's Orange Book lists the following expiration dates: U.S. Patent Nos. 9,180,091; 9,289,382; 10,258,630; 10,398,708; 10,471,072; 10,537,581; 10,568,891; 10,668,082; 10,806,697; 10,835,487; 10,888,516; 11,065,197; 11,116,717; 11,123,283; 11,241,445; 11,246,875; 11,304,959; 11,351,182; and 11,497,709 expire on November 21, 2032; and U.S. Patent No. 11,266,661 expires on February 2, 2034. On July 24, 2024, TherapeuticsMD, Inc. and Mayne Pharma LLC filed a lawsuit against Sun Pharmaceutical Industries Ltd. and Sun Pharmaceutical Industries, Inc. (collectively, "Sun"), alleging infringement of the IMVEXXY® Orange Book patents. The Complaint—filed in the U.S. District Court for the District of New Jersey—alleges, inter alia, that Sun infringed the IMVEXXY® patents by submitting to FDA an ANDA seeking to market a generic version of IMVEXXY® prior to the expiration of the IMVEXXY® Orange Book patents. Filing the July 24, 2024 Complaint within 45 days of receiving Sun Pharmaceutical Industries Ltd.'s Paragraph IV certification notice entitles TherapeuticsMD, Inc. and Mayne Pharma LLC to an automatic stay preventing FDA from approving Sun's ANDA for 30 months from the date of TherapeuticsMD, Inc.'s and Mayne Pharma LLC's receipt of the Paragraph IV Notice Letter. On September 30, 2024, Sun Answered the Plaintiffs' Complaint and denied the substantive allegations of the Complaint. Sun also asserted Counterclaims seeking declaratory judgments of non-infringement and invalidity. On November 4, 2024, Plaintiffs filed their Reply, denying the substantive allegations of Sun's Counterclaims. On October 6, 2025, the Court issued an Order consolidating Civil Action Nos. 20-3485 and 24-7974 for all purposes.

Pretrial discovery is ongoing, and trial is scheduled to begin October 5, 2026.

*Dispute with TXMD*

In April 2025, TherapeuticsMD, Inc. (TXMD) filed a suit against Mayne Pharma LLC making allegations against Mayne Pharma related to the transaction agreement entered into between TXMD and Mayne Pharma LLC on 4 December 2022. This proceeding is not an attempt to terminate the transaction agreement or the license agreement entered into between TXMD and Mayne Pharma LLC on 4 December 2022, or Mayne Pharma's rights with respect to the products licensed from TXMD.

In June 2025, Mayne Pharma filed a complaint against TXMD alleging damages which Mayne Pharma believes are in excess of the value of the claims made by TXMD. The various claims in these proceedings brought by each of TXMD and Mayne Pharma are related to a series of disputes that have been in discussion between Mayne Pharma and TXMD for some time. Mayne Pharma intends to vigorously defend the proceeding brought by TXMD and enforce its rights under the terms of the agreement. Both cases have been stayed by the court pending determination by an independent expert on the matters, as determined by the court is required under the terms of the transaction agreement, underlying the case filed by TXMD against Mayne.

*Centres for Medicare and Medicaid Services*

Mayne Pharma was issued a civil monetary penalty by the Centres for Medicare and Medicaid Services based on Mayne Pharma's payment of rebates related to the participation in the Medicare Part D program. The civil monetary penalty totals US$4,437,854. Mayne Pharma's lawyers have appealed the penalty on behalf of Mayne Pharma.

*Additional Matters*

On 6 February 2026, Mayne Pharma was served with a personal injury claim in relation to the use of a generic product formerly commercialised by Mayne Pharma in the US. Mayne Pharma is currently evaluating the claim and intends to vigorously defend the allegations made in the complaint.

**Australian litigation matters**

*Dispute with Cosette*

On 15 October 2025, the Supreme Court of New Wales delivered reasons determining the proceedings commenced by Mayne Pharma against Cosette in Mayne Pharma's favour.

On 16 October 2025, the Supreme Court of New South Wales made orders, including orders that Cosette had not validly terminated the SID, dismissing Cosette's cross-claim against Mayne Pharma and ordering that Cosette pay Mayne Pharma's costs of the proceedings as agreed or assessed.

On 10 November 2025, Cosette served Mayne Pharma with a Notice of Intention to Appeal, notifying Mayne Pharma of an intention to appeal the decision of Justice Black in the Supreme Court of New South Wales.

On 15 January 2026, Cosette served Mayne Pharma with a Notice of Appeal, appealing the decision of Justice Black in the Supreme Court of New South Wales, Court of Appeal.

On 11 February 2026, Mayne Pharma served Cosette with a Notice of Contention, notifying Cosette that it was seeking to affirm the decision of Justice Black on grounds other than those relied on by his Honour to determine the proceeding.

On 18 February 2026, Mayne Pharma commenced proceedings in the Supreme Court of New South Wales against Cosette Pharmaceuticals, Inc, Cosette Pharmaceuticals Holdings, Inc, Avista Capital Holdings, LP trading as Avista Healthcare Partners (Avista) and David Burgstahler (the Managing Partner and CEO of Avista) seeking substantial damages on behalf of itself and Mayne Pharma shareholders in relation to claims for breach of the Scheme Implementation Deed (SID), misleading or deceptive conduct, inducing breach of the SID, tortious interference with the SID and being knowingly involved in misleading or deceptive conduct.

On 15 April 2026, the Cosette parties filed a defence. On 22 May 2026, Mr Burgstahler and Avista filed their respective defences.

On 22 May 2026, Justice Black in the Supreme Court of New South Wales awarded Mayne Pharma its costs to Mayne of approximately $13.3m, together with its costs associated with Mayne Pharma's application for costs and interest. On 5 June 2026 Mayne received $14.4m from Cosette, which included recovery of Mayne's legal costs, costs associated with Mayne's application for costs and interest.

## NOTE 30 – DIVIDENDS

No dividends were paid or declared in the year ended 30 June 2026 (2025: nil).

### Franking credit balance

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Opening balance | 284 | 284 |
| Franking credits arising from payments (net of refunds) | - | - |
| Franking credits that will arise from the payment / (refunds) of income tax as at the end of the financial year | - | - |
| Franked dividend paid | - | - |
| Franking credits available for future reporting periods | 284 | 284 |

## NOTE 31 – DEED OF CROSS GUARANTEE

As an entity subject to Class Order 2016/785, relief has been granted to Mayne Pharma International Pty Ltd (MPIPL) from the Corporations Act 2001 requirements for the preparation, audit and lodgement of their financial report.

As a condition of the Class Order, the Company and MPIPL entered into a Deed of Cross Guarantee on 28 June 2010. The effect of the deed is that the Company has guaranteed to pay any deficiency in the event of winding up of its controlled entity or if they do not meet their obligations under the terms of the liabilities subject to the guarantee. The controlled entity has also given a similar guarantee if the Company is wound up or if it does not meet its obligations under the terms of loans or other liabilities subject to the guarantee.

Set out below are a Consolidated Statement of Profit or Loss and Other Comprehensive Income and a summary of movements in consolidated accumulated losses for the year ended 30 June 2026 of the closed group consisting of the Company and MPIPL.

### (a) Consolidated Statement of Profit or Loss and Other Comprehensive Income and a summary of movements in accumulated losses.

| | CONSOLIDATED | |
|---|---|---|
| | 2026 $'000 | 2025 $'000 |
| **Continuing operations** | | |
| Sale of goods | 44,180 | 34,750 |
| Services revenue | 26,024 | 42,356 |
| License fee income | - | 365 |
| Royalties revenue | 5,306 | 1,220 |
| **Revenue** | **75,510** | **78,691** |
| Cost of sales | (49,591) | (54,699) |
| **Gross profit** | **25,919** | **23,992** |
| Other income | 9,745 | 22,427 |
| Research and development, Medical & Regulatory Affairs expenses | (5,761) | (5,627) |
| Marketing expenses and distribution expenses | (9,849) | (7,401) |
| Amortisation expenses | (5,040) | (5,670) |
| Impairment investment in subsidiaries | (80,000) | (129,854) |
| Administration expenses and other expenses | (23,875) | (22,905) |
| Finance costs | (11,191) | (2,839) |
| **Profit before income tax** | **(100,052)** | **(127,877)** |
| Income tax (expense)/benefit | 4,415 | (2,870) |
| **Net (loss) / profit from continuing operations after income tax** | **(95,637)** | **(130,747)** |
| Other comprehensive income for the period, net of tax | | - |
| **Total comprehensive income for the period attributable to owners of the parent** | **(95,637)** | **(130,747)** |

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| Retained earnings / (accumulated losses) at the beginning of the financial year | (803,993) | (673,246) |
| (Loss) / Profit for the period | (95,637) | (130,747) |
| **Retained earnings / (accumulated losses) at the end of the financial year** | **(899,630)** | **(803,993)** |

**(b) Consolidated Statement of Financial Position**

Set out below is a Consolidated Statement of Financial Position as at 30 June 2026 of the closed group consisting of the Company and MPIPL.

| | 2026 $'000 | 2025 $'000 |
|---|---|---|
| **Current assets** | | |
| Cash and cash equivalents | 32,688 | 19,818 |
| Trade and other receivables | 13,576 | 17,150 |
| Inventories | 23,548 | 18,772 |
| Other current assets | 2,638 | 1,814 |
| **Total current assets** | **72,450** | **57,554** |
| | | |
| **Non-current assets** | | |
| Related party receivables | 233,938 | 267,668 |
| Investment in subsidiaries | 68,253 | 145,674 |
| Property, plant and equipment | 50,164 | 51,461 |
| Right-of-use assets | 778 | 501 |
| Deferred tax assets | 13,502 | 11,701 |
| Intangible assets | 14,229 | 19,059 |
| Total non-current assets | **380,864** | **496,064** |
| **Total assets** | **453,314** | **553,618** |
| | | |
| **Current liabilities** | | |
| Trade and other payables | 9,716 | 9,129 |
| Interest-bearing loans and borrowings | 39,284 | 35,333 |
| Other financial liabilities | 1,401 | 11,759 |
| Provisions | 6,037 | 5,583 |
| **Total current liabilities** | **56,438** | **61,804** |
| | | |
| **Non-current liabilities** | | |
| Interest-bearing loans and borrowings | 575 | 334 |
| Other financial liabilities | 2,131 | 2,424 |
| Provisions | 538 | 457 |
| Deferred tax liabilities | 4,885 | 8,795 |
| **Total non-current liabilities** | **8,129** | **12,010** |
| **Total liabilities** | **64,567** | **73,814** |
| **Net assets** | **388,747** | **479,804** |
| **Equity** | | |
| Contributed equity | 1,229,773 | 1,225,978 |
| Reserves | 58,604 | 57,819 |
| Retained earnings / (accumulated losses) | (899,630) | (803,993) |
| **Total equity** | **388,747** | **479,804** |

**NOTE 32 – EVENTS SUBSEQUENT TO THE REPORTING PERIOD**

No matter or circumstance has arisen since the reporting date which is not otherwise reflected in this report that significantly affected or may significantly affect the operations of the Group.

**NOTE 33 – NEW AND REVISED ACCOUNTING STANDARDS**

In the current year, the Group has adopted all new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period.

No new and/or amended standards that were effective for the Group as of 1 July 2025 had a material impact on the financial statements of the Group as they are either not relevant to the Group's activities or require accounting which is consistent with the Group's current accounting policies.

*Accounting standards and interpretations issued but not yet effective*

AASB 18 *Presentation and Disclosure in Financial Statements* that will be effective for the Group for the year ended 30 June 2028 will impact presentation of the Statement of Profit Loss and the Statement of Financial Position.

There are no other new Standards and Interpretation that were issued but not yet effective that the Group expects to have a material impact when applied.

# Consolidated **Entity Disclosure Statement**

For the year ended 30 June 2026

The following table lists all entities within the Mayne Pharma Group Limited consolidated group. All entities are corporations.

| BODY CORPORATE ENTITY | COUNTRY OF INCORPORATION | AUSTRALIAN RESIDENT | FOREIGN TAX JURISDICTION [2] | % OF CAPITAL HELD |
|---|---|---|---|---|
| Mayne Pharma Group Limited | Australia | Yes | N/A | n/a |
| Mayne Pharma International Pty Ltd | Australia | Yes | N/A | 100 |
| Mayne Products Pty Ltd[1] | Australia | Yes | N/A | 100 |
| Mayne Pharma UK Limited[1] | United Kingdom | No | United Kingdom | 100 |
| Mayne Holdings US Inc | United States | No | United States | 100 |
| Mayne Pharma Commercial LLC | United States | No | United States | 100 |
| Mayne Pharma Ventures Pty Ltd | Australia | Yes | N/A | 100 |
| Mayne Pharma Ventures LLC[1] | United States | No | United States | 100 |
| Swan Pharmaceuticals LLC[1] | United States | No | United States | 100 |
| Mayne Pharma LLC | United States | No | United States | 100 |
| Mayne Pharma (Ireland) Limited[1] | Ireland | No | Ireland | 100 |
| Adelaide Apothecary LLC | United States | No | United States | 100 |
| DistributeRx LLC (formerly Mayne Pharma Distribution Services LLC) | United States | No | United States | 100 |

Note:
1. Dormant subsidiaries.
2. Foreign tax jurisdiction(s) in which the entity is a resident for tax purposes (according to the law of the foreign jurisdiction).

**Basis of preparation**

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements. Determination of tax residency.

Subsection 295(3A)(a)(iv) of the Corporations Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:
Australian tax residency: The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Foreign tax residence
Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see subsection 295(3A)(a)(vii) of the Corporations Act 2001).

# Directors' **Declaration**

**DIRECTORS' DECLARATION**

In accordance with a resolution of the Directors of Mayne Pharma Group Limited, we state that:

In the opinion of the Directors:

(a) The financial statements and notes of Mayne Pharma Group Limited for the financial year ended 30 June 2026 are in accordance with the Corporations Act 2001, including:

  (i) Giving a true and fair view of its financial position as at 30 June 2026 and performance for the financial year ended on that date;
  (ii) Complying with Accounting Standards (including the Australian Accounting Interpretations) and Corporations Regulations 2001;

(b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

(c) There are reasonable grounds to believe that the members of the Closed Group identified in Note 31 will be able to meet any obligations or liabilities to which they are or may become subject, by virtue of the Deed of Cross Guarantee.

(d) The financial statements and notes also comply with the International Financial Reporting Standards as disclosed in Note 1A.

(e) The Consolidated Entity Disclosure Statement required by section 295(3A) of the Corporations Act 2001 for the year ended 30 June 2026 is true and correct

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2026.

On behalf of the Board



**Prof Bruce Robinson**
Chair
Dated at Melbourne, Australia this 27th day of August 2026.

# Independent Auditor's Report

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## INDEPENDENT AUDITOR'S REPORT

To the members of Mayne Pharma Group Limited

### Report on the Audit of the Financial Report

**Opinion**

We have audited the financial report of Mayne Pharma Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2026 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis for opinion**

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to audits of the financial report of public interest entities in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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| Key audit matter | How the matter was addressed in our audit |
|---|---|
| **Chargebacks, rebates, returns and related accruals**<br><br>**("Gross to Net Sales Adjustments")**<br><br>In respect of the Group's operations in the United States of America, distribution of products to its ultimate end user occurs in many cases through wholesaler distributors. The Group also has contracts with pharmacy benefit managers, managed care programs and legislatively managed governmental programs. The ultimate net selling price received by the Group is determined based on the contractual arrangements the Group has with these third parties and the ultimate end user who purchases the Group products. Net revenue for products sold is generally recognised when control of the goods is passed upon delivery to the distributor or retail pharmacy. This requires an estimate of the variable consideration at that time, taking into consideration different elements such as chargebacks, government programs, rebates, returns, copay arrangements, managed care rebates, cash discounts and other accruals (together known as 'gross-to-net' adjustments). The estimate depends on factors impacting applicable price and rebate terms such as specific contract terms, government programs, end user insurance coverage and managed care programs as well as factors impacting the time lag between sale and payment including inventories held by the wholesaler distributors and retail pharmacies as well as historical trends of product returns. The time lag between the sale of the product and the final determination of the actual selling price may be several months.<br><br>Gross to net adjustments were identified as a key audit matter as the estimation processes involves large volumes of data and requires significant judgement in calculating the Group's gross to net sales adjustments.<br><br>The Group's accounting policies and significant accounting estimates for this key audit matter are disclosed in Note 2 in the financial report. | Our procedures included, but were not limited to:<br><br>• Performing process walkthroughs with management and their third-party gross to net consultants to understand the Group's approach to estimating each gross to net adjustment including assessing key internal controls included in the process.<br><br>• Assessing the reasonableness and accuracy of the data in the gross to net adjustments calculated by the Group.<br><br>• On a sample basis, testing the significant assumptions utilised by management to estimate the gross to net adjustment by comparing to underlying supporting documentation such as third-party contracts, historical actual sales, and invoices, payments and credits, to and from external parties involved in the Group's sales process.<br><br>• Assessing key judgments and estimates contained in management's accrual models including considering actual historical sales and claims history to evaluate the Group's estimation of the gross to net sales adjustments.<br><br>• Evaluating the reasonableness of the Group's gross to net accruals for products that have been sold to wholesaler distributors or retail pharmacies but have not yet been dispensed to end users through analysis of expected claim rates.<br><br>• Confirming inventories on hand at pharmacies with third parties. |

| Key audit matter | How the matter was addressed in our audit |
|---|---|
| **Carrying value of intangible assets**<br><br>As disclosed in Note 14 of the accompanying financial report, the Group has intangible assets including customer contracts and relationships, product rights and intellectual property, in-process development expenditure, marketing and distribution rights and trade names. These include both finite life and indefinite life intangible assets. At each reporting period, the Group assesses for indicators of impairment and where indicators are considered to exist an impairment test is undertaken.<br><br>This is a key audit matter because the impairment assessment process is complex and is required to be carried out at the level of the lowest identifiable cash generating units ('CGUs'). The assessment requires significant judgement and includes assumptions that are based on future operating results, discount rates and the broader market conditions in which the Group operates. | Our procedures included, but were not limited to:<br><br>• Assessing whether the CGU's identified by management were in accordance with the requirements of Australian Accounting Standards and consistent with our knowledge of the Group's operations and internal reporting.<br>• Confirming the integrity and mathematical accuracy of the value-in-use discounted cash flow models.<br>• Assessing the reasonableness of the discount rate applied to each CGU.<br>• Challenging key assumptions, including forecast growth rates by comparing them to historical results, business trends and economic and industry forecasts.<br>• Comparing the cash flow forecasts for 2027 in the models to those in the latest Board approved budgets.<br>• Evaluating management's ability to forecast future cash flows by comparing forecast cash flows to actual performance.<br>• Performing a sensitivity analysis to identify whether a reasonable variation in the assumptions could cause the carrying value of the CGU assets to exceed their recoverable amount which would indicate an impairment.<br>• Evaluating the adequacy of the disclosures relating to intangible assets in the financial report, including those made with respect to judgments and estimates. |

**Other information**

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2026, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of the directors for the Financial Report**

The directors of the Company are responsible for the preparation of:

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and

b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error. In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the Financial Report**

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

https://www.auasb.gov.au/media/bwvjcgre/ar1_2024.pdf

This description forms part of our auditor's report.

## Report on the Remuneration Report

**Opinion on the Remuneration Report**

We have audited the Remuneration Report included in pages 24 to 31 of the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Mayne Pharma Group Limited, for the year ended 30 June 2026, complies with section 300A of the *Corporations Act 2001*.

**Responsibilities**

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

**BDO Audit Pty Ltd**



Benjamin Lee
Director

Melbourne, 27 August 2026

# ASX Additional Information

**ASX ADDITIONAL INFORMATION**

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 21 August 2026. At a general meeting, every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and, on a poll, one vote for each share held.

**DISTRIBUTION OF SHAREHOLDINGS**

| SIZE OF HOLDING | NUMBER OF SHAREHOLDERS | | NUMBER OF SHARES | |
|---|---|---|---|---|
| 1 to 1,000 | 5,993 | 67.1% | 1,848,782 | 2.3% |
| 1,001 to 5,000 | 1,910 | 21.4% | 4,591,404 | 5.7% |
| 5,001 to 10,000 | 455 | 5.1% | 3,385,818 | 4.2% |
| 10,001 to 100,000 | 514 | 5.8% | 14,577,393 | 17.9% |
| 100,001 and over | 59 | 0.7% | 56,842,430 | 70.0% |
| **Total** | **8,931** | **100%** | **81,245,827** | **100%** |

Included in the above total are 2,462 shareholders holding less than a marketable parcel of 154 shares.

**TWENTY LARGEST HOLDERS OF QUOTED ORDINARY SHARES**

| SHAREHOLDER | NUMBER OF SHARES | % OF TOTAL |
|---|---|---|
| CITICORP NOMINEES PTY LIMITED | 8,310,352 | 10.23% |
| BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT> | 7,932,142 | 9.76% |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2 | 5,409,304 | 6.66% |
| BMGBJ MYX PTY LTD <BMGBJ MYX DISCRETIONARY A/C> | 5,183,477 | 6.38% |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <GSCO CUSTOMERS A/C> | 4,457,159 | 5.49% |
| BNP PARIBAS NOMINEES PTY LTD <COWEN AND CO LLC> | 2,406,601 | 2.96% |
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED | 2,298,086 | 2.83% |
| WARBONT NOMINEES PTY LTD <UNPAID ENTREPOT A/C> | 2,014,093 | 2.48% |
| BNP PARIBAS NOMS PTY LTD | 1,496,245 | 1.84% |
| DR KENNEY WAN | 1,355,391 | 1.67% |
| J P MORGAN NOMINEES AUSTRALIA PTY LIMITED | 1,275,296 | 1.57% |
| BOARDROOM FINANCIAL SERVICES PTY LIMITED <VSA UNRESTRICTED A/C> | 1,240,877 | 1.53% |
| BIRBAL INVESTMENTS PTY LTD | 950,000 | 1.17% |
| IVL GROUP PTY LTD | 800,000 | 0.98% |
| TRIPLE EIGHT GOLD PTY LTD <THE BLUE SKY A/C> | 760,856 | 0.94% |
| NARLACK PTY LTD <PIPEROGLOU PENSION A/C> | 720,000 | 0.89% |
| RMK SUPER PTY LTD <RMK PERSONAL S/F A/C> | 713,788 | 0.88% |
| MR KON TZIMOKAS | 643,000 | 0.79% |
| RETZOS EXECUTIVE PTY LTD <RETZOS EXECUTIVE S/FUND A/C> | 596,049 | 0.73% |
| MORGAN STANLEY AUSTRALIA SECURITIES (NOMINEE) PTY LIMITED <NO 1 ACCOUNT> | 547,397 | 0.67% |
| **TOTAL** | **49,110,113** | **60.45%** |

**SUBSTANTIAL SHAREHOLDERS**

The names of substantial shareholders in the Company who had notified the Company in accordance with Section 671B of the Corporations Act are:

| SHAREHOLDER | NUMBER OWNED[1] | % OF ISSUED CAPITAL |
|---|---|---|
| FUNICULAR FUNDS, LP | 8,045,349 | 9.90% |
| MR BRUCE MATHIESON AND RELATED ENTITIES | 5,292,066 | 6.51% |
| RUBRIC CAPITAL MANAGEMENT LP | 4,356,426 | 5.36% |
| TRIUM CAPITAL AND RELATED ENTITIES | 4,086,243 | 5.02% |

1. As at 21 August 2026

# Intellectual **Property & Glossary**

DORYX®, KAPANOL®, and RHOFADE® are trademarks of the Consolidated Entity. ACCUTANE®, ANNOVERA®, BIJUVA®, EPSOLAY®, IMVEXXY®, KADIAN®, NEXTSTELLIS®, ORACEA®, RECEDO®, TWYNEO® and WYNZORA® are registered trademarks of third parties.

For further information on Mayne Pharma's products, refer to the product section of the Company's website, http://www.maynepharma.com/products/us-products/ or http://www.maynepharma.com/products/australian-products/.

**GLOSSARY**

ANDA – Abbreviated New Drug Application. An application to market a generic drug in the US. Generic drug applications are called "abbreviated" because they are generally not required to include preclinical (animal) and clinical (human) data to establish safety and effectiveness. Instead, a generic applicant must scientifically demonstrate that its product is bioequivalent (i.e., performs in the same manner as the innovator drug). Once approved, an applicant may manufacture and market the generic drug product to provide a safe, effective, low-cost alternative to the American public.

API - Active Pharmaceutical Ingredient. An active ingredient is any component that provides pharmacological activity or other direct effect in the diagnosis, cure, mitigation, treatment, or prevention of disease, or to affect the structure or any function of the body of man or animals.

BA – Bioavailability. A measure of the fraction of a drug that enters the systemic blood circulation after oral administration.

BE – Bioequivalence. Two drug products are considered bioequivalent if they exhibit the "same" Cmax, Tmax and AUC in a properly powered pharmacokinetic study. In other words, the two drug products have the "same" plot of "drug concentration in plasma" against "time". The actual definition of "same" when applied to the pharmacokinetic parameters varies from country to country. If two drug products are bioequivalent, then it is assumed that they are therapeutically equivalent. A bioequivalence study is the cornerstone of an ANDA or any generic drug application, because for the reasons given here, bioequivalence obviates the need to perform long and expensive clinical studies.

DR - Delayed Release. A drug product (typically oral) that is not intended to release the drug substance immediately after ingestion. The delay is commonly related to change of pH in the gastrointestinal tract ("enteric coating") or less commonly may relate to a specific time after ingestion when the drug is released. Enteric coating is achieved by coating with polymers that are poorly soluble in low pH media (for example gastric fluid) but are soluble in media with pH values typically found lower in the intestine.

FDA – US Food and Drug Administration. The US FDA is responsible for protecting public health by assuring the safety, efficacy and security of, amongst other things, human drugs.

NDA - New Drug Application. When the sponsor of a new drug believes that enough evidence on the drug's safety and effectiveness has been obtained to meet FDA's requirements for marketing approval, the sponsor submits to FDA a new drug application (NDA). The application must contain data from specific technical viewpoints for review, including chemistry, pharmacology, medical, biopharmaceutics, and statistics. If the NDA is approved, the product may be marketed in the United States.

OTC - Over-the-Counter pharmaceuticals. Products that are considered safe and effective by the FDA and TGA for use by the general public without a doctor's prescription.

PIV - Paragraph IV filing. A certification by a generic company filed in support of an approval of an ANDA submitted while the originator product is covered by a patent listed in the US FDA's Orange Book. The filing asserts that either the patents supporting the originator product are either invalid or not infringed by the product that is the subject of the ANDA.

PK – Pharmacokinetics. The study of the time course of the way the body handles drugs. There are four essential processes following a person's ingestion of a tablet or other oral dosage form, collectively known as ADME processes (Absorption of the drug from the gut; Distribution of the drug into other body tissues; Metabolism of the drug to other chemicals (metabolites) and Elimination of the drug from the body). This time course is typically followed by taking blood samples from volunteers at time intervals following swallowing a tablet and measuring the amount of drug and / or metabolites in the plasma. A plot can be constructed of plasma concentration against time from which various PK parameters such as Cmax, Tmax and AUC can be derived.

TGA – Therapeutic Goods Administration. The TGA is Australia's regulatory authority for therapeutic goods.

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# Corporate information

## REGISTERED OFFICE AND PRINICPAL PLACE OF BUSINESS

1538 Main North Road, Salisbury South, South Australia 5106

Telephone: +61 8 8209 2666

Website: maynepharma.com

## ABN

76 115 832 963

## DOMICILE AND COUNTRY OF INCORPORATION

Australia

## LEGAL FORM OF ENTITY

Public company listed on the Australian Securities Exchange (MYX)

## FURTHER INFORMATION

For further information about Mayne Pharma refer to the website: maynepharma.com and announcements released to the Australian Securities Exchange (ASX)

## AUDITORS

***BDO Audit Pty Ltd***

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Melbourne VIC 3000

## SOLICITORS

***MinterEllison Lawyers***

Collins Arch, 447 Collins Street
Melbourne VIC 3000

## SHARE REGISTRY

***Computershare Investor Services Pty Ltd***

Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067

Telephone: +61 3 9415 4184

Facsimile: +61 3 9473 2500

## BANKERS

***Westpac***

150 Collins Street Melbourne VIC 3000