GEDEON RICHTER
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Richter enters into a Scheme Implementation Deed with Mayne Pharma

Budapest, Hungary, 16 November 2026 – Gedeon Richter Plc. ("Richter"), a company committed to advancing women's health, today announces that it has entered into a Scheme Implementation Deed ("SID") with Mayne Pharma Group Limited (ASX:MYX) ("Mayne Pharma") under which Richter has agreed to acquire 100% of shares in Mayne Pharma by way of a Scheme of Arrangement ("Scheme") at a price AUD 6.40 per share.

Overview of the Scheme

The Scheme Consideration of AUD 6.40 per share values Mayne Pharma's equity at approximately AUD 604 million[1] and represents a premium of:

- 99.4% to Mayne Pharma's closing share price as at 16 November 2026;
- 124% premium to the 30-day volume weighted average price (VWAP);
- 122% premium to the 90-day VWAP; and
- 145% premium to the 180-day VWAP.

The Scheme is fully funded and subject to limited customary conditions, including certain regulatory approvals, approval by Mayne Pharma shareholders at the Scheme meeting (with a Scheme booklet and an independent expert's report to be provided to Mayne Pharma shareholders) and Court approval.

The Scheme is subject to an additional condition precedent that Mayne Pharma completes the sale of its International business segment to Evaris Pharma, as announced to the ASX on 6 November 2026, which is subject to Australian Competition and Consumer Commission (ACCC) approval but not to Foreign Investment Review Board (FIRB) approval ("International Business Divestment").

Recommendation of the Board of Mayne Pharma

The Mayne Pharma Board unanimously recommends that Mayne Pharma shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Mayne Pharma shareholders.

Subject to these qualifications, each Mayne Pharma Director has confirmed that they intend to vote any shares that they hold or control in favour of the Scheme. In respect of non-executive director Mr Jacob Ma-Weaver, this includes the shares held by Funicular Funds LP (being 9.90% of the ordinary shares). Mr Ma-Weaver is the Managing Member of Cable Car Capital, LP, the General Partner of Funicular Funds, LP.

Major investors

Mayne Pharma's three largest shareholders, Funicular Funds (9.82%), Mr Bruce Mathieson (6.46%) and Trium Capital (5.85%), who currently collectively own 22.14% of the ordinary shares have each notified Mayne Pharma that they intend to vote all shares held by them on

[1] Based on i) approximately 94.4 million Mayne Pharma shares, taking into account Mayne Pharma's ordinary shares on issue and equity incentives on issue or proposed to be issued, and ii) assuming the Mayne Pharma Convertible Notes are converted into shares when they mature on 31 December 2026.

the record date for the Scheme Meeting in favour of the proposed transaction in the absence of a Superior Proposal.

The Mayne Pharma Convertible Notes issued on 31 December 2022 are scheduled to mature on 31 December 2026. The holder, Rubric Capital, is entitled to make an election to redeem or convert its Convertible Notes prior to the maturity. If the notes are converted, the conversion price will be AUD 5.356 per share and Rubric will receive 7,685,488 ordinary Mayne Pharma shares that will participate in the Scheme, if implemented.

László Kovács, Deputy CEO of Richter, commented: *"We are very excited about the opportunity this acquisition provides for both companies and for our patients. Innovation has been at the core of making Richter one of the leading players in women's health in Europe and beyond. Mayne's existing portfolio – including our estetrol-based innovative combination contraceptive pill – and its commercial footprint provide a strong base to build on and will allow us to bring new treatments to millions of women in the United States across several therapeutic segments, where there is significant unmet medical need. We believe our offer reflects full value to Mayne shareholders and also creates value for Richter shareholders through accelerating expanding our footprint in the world's largest pharmaceutical market."*

Mayne Pharma Chair, Prof Bruce Robinson, AC said *"The Board has carefully considered the proposal from Richter and has unanimously concluded that it is in the best interests of Mayne Pharma shareholders, in the absence of a Superior Proposal and subject to the Independent Expert's conclusion. The Scheme Consideration of AUD 6.40 per share in cash provides shareholders with the opportunity to realise value at a significant premium to recent trading prices and recognises the strength of Mayne Pharma's Women's Health and Dermatology/DistributeRx franchises in the United States. The Board's priority throughout has been to maximise value and certainty for all shareholders. Together with the recent binding agreement to sell our International business to Evaris Pharma, the Scheme delivers on that priority."*

Mr Aaron Gray, CEO of Mayne Pharma said *"Today's announcement reflects the quality of the business our team has built. We have established Mayne Pharma as a leader in Women's Health and Dermatology in the United States, with expanded patient access through the DistributeRx platform launch in March 2026. More recently with the agreed divestment of the International business to Evaris Pharma, we are simplifying the Company around a single market focus within the United States. The offer from Richter recognises the value of that work. Richter brings significant additional scale and capability to support the next phase of growth for our brands, our people and the patients we serve. On behalf of the management team, I thank our employees for their commitment to Mayne Pharma. Until the Scheme is implemented it remains business as usual, and our focus is unchanged in delivering for patients, prescribers and customers alike."*

Overview of the Scheme Implementation Deed (SID)

The implementation of the Scheme is subject to certain conditions precedent, including:

- Certain regulatory approvals as set out in the SID, including by the Foreign Investment Review Board, as well as under the United States Hart-Scott-Rodino Antitrust Improvements Act;
- Mayne Pharma shareholder approval;
- The independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Mayne Pharma shareholders;
- Approval by the Court;
- No restraints under any order or injunction made by any court or government agency preventing implementation of the Scheme;
- No Mayne Pharma material adverse change;

- No prescribed occurrences;
- No convertible securities (being performance rights and restricted stock units on issue in Mayne Pharma) being on issue on the Scheme Record Date; and
- Completion of the International Business Divestment.

The Scheme is not subject to any financing condition, with Richter funding the acquisition out of its internal cash resources.

The parties have agreed to file a voluntary declaration with the Committee on Foreign Investment in the United States (CFIUS) in connection with the transaction. Through CFIUS, the US Government has certain powers to restrain transactions which would cease to apply if and when the declaration (or subsequent notice, if applicable) is approved or the waiting period otherwise expires. If CFIUS sought to restrain the transaction, that could result in the failure of the 'no restraints' condition described above. The parties are working towards, and it is anticipated that, this voluntary process will be concluded ahead of the second court hearing as detailed in the transaction timeline below.

The SID contains customary exclusivity obligations on Mayne Pharma, including "no-shop", "no-talk", and "no due diligence" obligations (the latter two obligations being subject to a customary fiduciary exception), "notification" obligations, and a matching right regime that applies to any superior proposal received by Mayne Pharma. The SID also contains customary break fee and reverse break fee provisions.

The terms of the transaction, including conditions, deal protections, termination rights and break fees, are agreed and set out in the SID.

Indicative timetable and next steps

Mayne Pharma shareholders will be given the opportunity to vote on the Scheme at a Scheme Meeting, which is currently expected to be held late January 2027. If the Scheme is approved by Mayne Pharma shareholders and the other conditions precedent are satisfied or waived, the Scheme is expected to be implemented in March 2027.

These dates are indicative, subject to change and conditional on (among other things) regulatory approval, and shareholder approval at the Scheme Meeting.

Event	Expected Date
First Court Hearing	Mid-December 2026
Dispatch of Scheme Booklet to Mayne Pharma Shareholders	Mid-December 2026
Scheme Meeting	Late January 2027
Second Court Date	March 2027
Effective Date	Mid to late March 2027
Implementation Date	Mid to late March 2027

About Richter

Richter aspires to be a global innovator in some key scientific fields, while dedicated to making medicines more accessible worldwide. Founded in 1901, headquartered in Hungary, with a market capitalization of EUR 4.8bn and sales of EUR 2.3bn in 2025, it operates Central Europe's largest R&D hub. Its research drives breakthroughs in Neuropsychiatry and Women's Healthcare, while Biotechnology and General Medicines strengthen its affordable treatment portfolio. Committed to sustainable growth, Richter invests in R&D, manufacturing excellence, and digitalization to advance medical innovation. Learn more at www.gedeonrichter.com

About Mayne Pharma

Mayne Pharma is an ASX-listed specialty pharmaceutical company focused on commercialising novel pharmaceuticals, offering patients better, safe and more accessible medicines. Mayne Pharma is a leader in dermatology and women's health in the United States and also provides contract development and manufacturing services to clients worldwide. 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. To learn more about Mayne Pharma, please visit www.maynepharma.com.

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