

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02,  
01/01/03, 24/10/05, 01/08/12

Name of entity

**BENITEC BIOPHARMA LIMITED**

ABN

**64 068 943 662**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | *Class of *securities issued or to be issued   | Ordinary shares<br>Unlisted options  |
| 2 | Number of *securities issued or to be issued (if known) or maximum number which may be issued  | 14,717,995 ordinary shares<br>6,623,098 Unlisted options   |
| 3 | Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | Benitec Biopharma Ltd announced a Placement on 24 February 2014 to be transacted over two tranches. This first tranche issues 14,717,995 shares and 6,623,099 unlisted options. The second tranche will be subject to General Meeting approval.<br><br>Consideration received from the issue of 14,717,995 ordinary shares was \$15,748,255. |

+ See chapter 19 for defined terms.

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4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Ordinary shares - yes
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	
5	Issue price or consideration	Ordinary shares were issued at \$1.07 Consideration received from the issue of 14,717,995 ordinary shares was \$15,748,255.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Benitec Biopharma Ltd announced a Placement on 24 February 2014. Proceeds will be used to fund the Company's programs and working capital.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?  If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	14 November 2013
6c	Number of +securities issued without security holder approval under rule 7.1	12,804,495
6d	Number of +securities issued with security holder approval under rule 7.1A	8,536,599
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of securities issued under an exception in rule 7.2	nil

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+ See chapter 19 for defined terms.

6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	Yes Issue date is 28 February 2014 Issue Price \$1.07 VWAP \$1.13 Lead manager, Lodge Partners
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A - complete Annexure 1 and release to ASX Market Announcements	See annexure
7	Dates of entering <sup>†</sup> securities into uncertificated holdings or despatch of certificates	28 February 2014

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<sup>†</sup> See chapter 19 for defined terms.

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8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number*	+Class
		100,083,986 1,867,131	Ordinary Shares Options to acquire fully paid shares at \$2.50 on or before 8 April 2014
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number *	+Class
		245,079	Warrants to acquire fully paid shares at \$22.50 on or before 4 August 2014
		260,000	Options to acquire fully paid shares at \$0.51 on or before 19 August 2014
		120,000	Options to acquire fully paid shares at \$0.57 on or before 19 August 2014
		756,309	Options to acquire fully paid shares at \$0.325 on or before 18 February 2015
		480,000	Options to acquire fully paid shares at \$2.50 on or before 10 April 2015
		78,125	Options to acquire fully paid shares at \$4.25 on or before 23 October 2015
		2,800,000	Options to acquire fully paid shares at \$1.25 on or before 26 September 2016
		1,200,000	Options to acquire fully paid shares at \$1.25 on or before 26 September 2016
		600,000	Options to acquire fully paid shares at \$1.25 on or before 17 November 2016
		168,000	Options to acquire fully paid shares at \$1.25 on or before 7 February 2017
		400,000	Options to acquire fully paid shares at \$1.25 on or before 18 July 2017
		400,000	Options to acquire fully paid shares at \$1.25 on or before 16 November 2017
		400,000	Options to acquire fully paid shares at \$0.625 on or before 18 May 2018
		2,080,000	Options to acquire fully paid shares at \$1.25 on or before 22 August 2018
6,623,098	Options to acquire fully paid shares at \$1.26 on or before 28 February 2019		
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the <sup>+</sup> securities will be offered	N/A
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A
15	<sup>+</sup> Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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<sup>+</sup> See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)
- (a)  Securities described in Part 1
- (b)  All other securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Entities that have ticked box 34(b)**

38 Number of securities for which  
+quotation is sought

39 Class of +securities for which  
quotation is sought

40 Do the +securities rank equally in all  
respects from the date of allotment  
with an existing +class of quoted  
+securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next dividend,  
(in the case of a trust,  
distribution) or interest payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest payment

41 Reason for request for quotation  
now

Example: In the case of restricted securities, end of  
restriction period

(if issued upon conversion of another  
security, clearly identify that other  
security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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+ See chapter 19 for defined terms.



**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
  
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 28 February 2014



Company Secretary

Print name: **Greg West**

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+ See chapter 19 for defined terms.

## Appendix 3B – Annexure 1

### Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

#### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b><i>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</i></b>	
<b><i>Insert</i></b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	* 41,962,993  * Shown as post consolidation shares for the consolidation approved on 17 July 2013
<b><i>Add</i></b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 <span style="float: right;">209,464</span></li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval <span style="float: right;">43,193,534</span></li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> <p><b><i>Note:</i></b></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b><i>Subtract</i></b> the number of fully paid ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	85,365,991

+ See chapter 19 for defined terms.

<b>Step 2: Calculate 15% of “A”</b>					
“B”	0.15 <i>[Note: this value cannot be changed]</i>				
<b>Multiply “A” by 0.15</b>	12,804,898				
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>					
<p><i>Insert</i> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<table> <tr> <td>Shares</td> <td>6,181,397</td> </tr> <tr> <td>Options</td> <td>6,623,098</td> </tr> </table>	Shares	6,181,397	Options	6,623,098
Shares	6,181,397				
Options	6,623,098				
“C”	12,804,495				
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>					
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	12,804,898				
<b>Subtract “C”</b> <i>Note: number must be same as shown in Step 3</i>	12,804,495				
<b>Total [“A” x 0.15] – “C”</b>	403				

+ See chapter 19 for defined terms.

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	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>
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+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b>  <i>Note: number must be same as shown in Step 1 of Part 1</i>	85,365,991
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10  <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	8,536,599
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	8,536,599
<b>“E”</b>	8,536,599

+ See chapter 19 for defined terms.

<b>Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A</b>	
"A" x 0.10  <i>Note: number must be same as shown in Step 2</i>	8,536,599
<b>Subtract "E"</b>  <i>Note: number must be same as shown in Step 3</i>	8,536,599
<b>Total</b> ["A" x 0.10] – "E"	Nil  <i>Note: this is the remaining placement capacity under rule 7.1A</i>

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+ See chapter 19 for defined terms.