

Dear Shareholder,

I would like to invite you to attend a General Meeting to approve the second tranche of a A\$31.5M Private Placement (Placement) of new shares to predominantly international specialist healthcare and biotechnology funds, including several US-based institutional investors. Shareholder approval is sought for the second tranche totalling A\$15.75M which will enable the Company to advance its current key programs towards and into the clinic.

With the full amount of the funding we will:

- Move the hepatitis C therapeutic (HCV) program, TT-034, through to the completion of a Phase IIb study. We anticipate that by being able to complete Phase IIb under our own funding, we will significantly increase the value that can be obtained for TT-034, as well as providing further validation for the Company's other programs in development. The acquisition of HCV programs with Phase IIb data by both Gilead Sciences and Bristol-Myers Squibb in 2011 and 2012 respectively illustrates the potential to achieve increases in valuation by completing Phase IIb.
- Advance the highly prospective wet Age-Related Macular Degeneration (AMD) and hepatitis B (HBV) programs. These pre-clinical stage programs are not in the currently funded budget, with our limited resources over the past 18 months having been applied to progress lead programs TT-034 and lung cancer. The AMD program represents a very large potential value for Benitec, as evidenced by the multi-billion dollar global market for current AMD therapies. Current AMD therapies require a monthly injection into the eye, while Benitec's AMD program has the potential to provide a single injection therapy that could last months or even years. Similarly, we believe there is material value in our HBV program. The market performance of RNAi therapeutics company Arrowhead Research Corporation (NASDAQ: ARWR) who are developing a siRNA-based HBV program is illustrative of this. The second tranche funding will mean that we can rapidly move these programs ahead through *in vivo* proof of concept studies and then into the clinic. We believe there is a need to capitalize on our competitive advantage and this funding will enable that to occur.

The reason why we were able to raise this funding is because of our unique position in the RNAi space, with advanced pre-clinical programs, one program about to commence dosing, and license deals with four other biotech companies. The last four years have been about positioning the Company to attract the interest of US and international institutional investors, and large pharmaceutical companies. We have achieved the first half of that



objective, and, provided we can get the full A\$31.5M financing approved, we will also be best placed to attract large pharma partners on the basis of Phase II clinical data.

We are pleased to welcome all of the international institutional funds onto Benitec's register, and in particular RA Capital. RA Capital is one of the largest and most respected healthcare funds globally, having supported a number of NASDAQ listed companies in the gene silencing space recently, including Arrowhead Research Corp, Dicerca Pharmaceuticals, Inc. (NASDAQ: DRNA), Sangamo Biosciences, Inc. (NASDAQ: SGMO). The participation of RA Capital and other specialist healthcare funds in this Placement ensures Benitec will be properly resourced (and does not have to compromise on its ability) to move current key programs forward. That is why it is essential that the second tranche of funding be approved.

Additionally, we expect the introduction of RA Capital and other leading specialist investors onto the share register, to be transformative for our stock as it provides the catalyst for aligning Benitec with other comparator NASDAQ listed companies.

The placement of new shares was priced at A\$1.07 per share and represented a 5% discount to the 15 day volume weighted average share price ending on Friday 21 February. The Placement terms were finalised following a week of volatility in the Company's share price, which increased from A\$0.90 on Friday 14 February to A\$1.59 on Friday 21 February. Given that there was no certainty that the spike in the share price could be sustained, the Company finalised terms that achieved two major objectives in its capital management program. Firstly, the desire to remove short to medium funding risk. Without it, the Company faced less than a year's funding and no ability to advance most of its portfolio programs. Secondly, the introduction of fundamental specialist investors such as RA Capital onto the share register achieves a key aim of the Company's capital management planning, and ensures the ability to fund programs deeper into the clinic, thus maximizing the potential returns for all shareholders.

The enclosed Notice of Meeting and accompanying Explanatory Memorandum set out the resolutions which are proposed for consideration at the meeting and further details in respect of each resolution. Please read and consider each of these carefully.

On behalf of the Directors, I wholeheartedly recommend that you vote to approve the second tranche of what is a clearly transformative funding event for your Company.

Peter Francis

A handwritten signature in black ink, appearing to be 'Peter Francis', written over a horizontal line.

Chairman

7 March 2014



BENITEC BIOPHARMA LIMITED

ABN 64 068 943 662

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the shareholders of Benitec Biopharma Limited ("the **Company**") will be held at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday 10th April 2014 at 11.00 am.

Further details in respect of each of the resolutions proposed in this Notice of Meeting are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolution contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

AGENDA

PROPOSED RESOLUTIONS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES & OPTIONS

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

"THAT for the purposes of ASX Listing Rule 7.4 shareholders ratify the issue of 14,717,995 fully paid ordinary shares at an issue price of \$1.07 and 6,623,099 free attaching options (each to acquire one fully paid share having an exercise price of \$1.26 and an expiry date of 28 February 2019) to exempt investors including international institutional investors and existing institutional and professional investors in Australia, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 1 by:

- a person who participated in the issue; or
- an associate of those persons.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2: APPROVAL TO ISSUE SHARES & OPTIONS

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

“THAT for the purposes of ASX Listing Rule 7.1 shareholders approve the issue of 14,717,999 fully paid ordinary shares at an issue price of \$1.07 and 6,623,105 free attaching options (each to acquire one fully paid share having an exercise price of \$1.26 and an expiry date of 28 February 2019) to exempt investors including international institutional investors and existing institutional and professional investors in Australia, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 2 by:

- persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By the order of the Board



Greg West

Secretary

Dated: 7 March 2014

The accompanying Proxy Instructions and Explanatory Memorandum form part of this Notice of Meeting.

PROXY & VOTING INSTRUCTIONS

Voting entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth) that a shareholder's voting entitlement at the Meeting will be taken to be the entitlement of that person shown in the register of members as at 7:00pm on Tuesday 8 April 2014.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to a vote for any options held.

Proxy Instructions

A member entitled to vote has a right to appoint a proxy. If a member is entitled to cast two or more votes they may appoint one or two proxies and specify the percentage of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded. The proxy may, but need not, be a member of the Company.

The Proxy Form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be deposited at the share registry of the Company, Computershare Investor Services Pty Ltd located at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria 3067 or posted to GPO Box 242, Melbourne, Victoria 3001, or by facsimile to Computershare on 1800 783 447 (within Australia) or (03) 9473 2555 (outside Australia), to arrive not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposed to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.

A proxy form is attached to this Notice.

How the Chairman will vote undirected proxies

The Chairman of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions.

Corporate Representatives

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorize (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting or appoint an attorney. Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of Benitec Biopharma Limited (ABN 64 068 943 662) (the "**Company**") in connection with the business to be conducted at the General Meeting of Shareholders of the Company to be held at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday 10th April 2014 at 11.00 am.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting.

Background

On 24 February 2014 the Company announced it had entered into agreements for a private placement ("the Placement") to raise up to approximately \$31.5 million from international institutional investors including US based RA Capital Management, Perceptive Advisors, Special Situations Funds and Sabby Management as well as existing institutional and professional investors in Australia. The new international institutional investors comprise leading US healthcare and biotechnology funds and their participation represents significant support for and recognition of Benitec's ddRNAi development programs.

The Placement involves the issue of up to approximately 29.4 million ordinary shares at a price of \$1.07 per ordinary share, together with approximately 13.2 million free attaching options each to purchase one new ordinary share having an exercise price of \$1.26 and an expiry date of 28 February 2019. The issue price of the shares represents a 5.3% discount to the volume weighted average price for the 15 days on which trades of the Company's shares were recorded on ASX ending on Friday 21 February 2014 being the last trading day before the issue price was agreed with the participants in the Placement.

Capital raised by Benitec under the Placement will be used to accelerate the clinical development of the company's lead compound – TT-034 – a potential "single shot" treatment for hepatitis C. Funds will also be used to advance other programs in the company's pipeline with a particular emphasis on the lung cancer, age related macular degeneration and hepatitis B programs

The Placement is being undertaken in two stages:

- The first stage, being the issue of 14,717,995 shares and 6,623,099 options, raising \$15,748,256 before costs, was completed on 28 February 2014. Resolution 1 is proposed for the purposes of refreshing the Company's capacity to issue shares without further shareholder approval.
- The second stage, being the issue of 14,717,999 shares and 6,623,105 options, raising \$15,748,259 before costs, is subject the approval of the Company's shareholders. Resolution 2 is proposed for the purposes of obtaining that approval.

Further details in respect of each resolution are set out below.

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES & OPTIONS

This Resolution seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 14,717,995 shares and 6,623,099 free attaching options under the first stage of the Placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The Company obtained Shareholder approval under ASX Listing Rule 7.1A to issue shares under an additional 10% capacity at its 2013 annual general meeting.

Of the 14,717,995 shares, 6,181,396 were issued pursuant to Listing Rule 7.1, and 8,536,599 were issued pursuant to Listing Rule 7.1A. All of the 6,623,099 options were issued pursuant to Listing Rule 7.1. No options were issued under Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the previous issue of securities made pursuant to ASX Listing Rules 7.1 and/or 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the issue of shares and options pursuant to the first stage of the Placement to which Resolution 1 applies, the total placement capacities under Listing Rules 7.1 and 7.1A will be reinstated and the Company will retain the flexibility to issue equity securities in the future up to a total 25% annual placement capacity without the requirement to obtain prior shareholder approval. Any issue of shares under the reinstated Listing Rule 7.1A 10% capacity must still comply with the requirements which apply to issues under that Rule, including that the shares are issued at a price which is at least 75% of the 15 day VWAP.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) The number of securities issued to which this Resolution applies was 14,717,999 fully paid ordinary shares and 6,623,105 free attaching options;
- (b) The shares were issued at \$1.07 each. The options were free attaching options issued for no additional payment;
- (c) The shares to be issued are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares;
- (d) The options have an exercise price of \$1.26 and an expiry date of 28 February 2019. The full terms of the options are set out in Annexure A to this Explanatory Memorandum;
- (e) The shares and options were issued to the following international institutional investors and existing institutional and professional investors in Australia (or their nominees):

Recipient (or nominee)	Shares	Options
RA Capital Healthcare Fund, LP	5,887,850	2,649,532
Blackwell Partners, LLC	1,121,495	504,673
Sabby Volatility Warrant Master Fund, Ltd.	350,467	157,710
Sabby Healthcare Volatility Master Fund, Ltd.	1,051,402	473,131
Titan Perc, Ltd.	182,243	82,010
Perceptive Life Sciences Master Fund, Ltd.	1,219,626	548,832
Special Situations Fund III QP, L.P.	467,290	210,281
Special Situations Cayman Fund, L.P.	233,644	105,139
Special Situations Life Sciences Fund, L.P.	467,290	210,281
Auriga Global Investors SV, SA	303,738	136,682
Auriga Investors - Montserrat Global Fund	303,738	136,682
Ridgeback Capital Management, LLC	584,112	262,850
Empery Asset Master, LTD	606,766	273,045
Empery Tax Efficient, LP	186,000	83,700
Sphera Global Healthcare Master Fund	221,728	104,602
HFR HE Sphera Global Healthcare Master Trust	11,916	538
DAFNA Lifescience, Ltd.	58,411	26,285
DAFNA Lifescience Select, Ltd.	58,411	26,285
Capital Ventures International	467,289	210,280
Dalit Pty Ltd	362,150	162,967
Tigcorp Nominees Pty Ltd	373,832	168,224
Jetan Pty Ltd	140,187	63,084
Wakko Enterprises Pty Ltd	51,402	23,131
Wakko Investments Pty Ltd	7,009	3,154
Total	14,717,995	6,623,099

- (f) Funds raised by the issue of the shares will be used to accelerate the clinical development of the company's lead compound TT-034 and to advance other programs in the company's pipeline, as

described above. Funds received upon the exercise of the options, if exercised, will be applied to the then working capital requirements of the Company;

- (g) A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Each of the Directors recommend that you vote to approve Resolution 1.

RESOLUTION 2: APPROVAL TO ISSUE SHARES & OPTIONS

Resolution 2 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 14,717,999 shares and 6,623,105 free attaching options as the second stage issue under the Placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- (a) The maximum number of securities to be issued will be 14,717,999 fully paid ordinary shares and 6,623,105 free attaching options;
- (b) The shares and options are expected to be issued approximately three business days after the meeting, but in any event no later than three (3) months after the date of the meeting (unless permitted to be issued at a later date by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission). All the shares and options will be issued on the same date;
- (c) The issue price of the shares will be \$1.07 each. The options will be free attaching options issued for no additional payment;
- (d) The shares and options will be issued to the following international institutional investors and existing institutional and professional investors in Australia (or their nominees)

Recipient (or nominee)	Shares	Options
RA Capital Healthcare Fund, LP	5,887,851	2,649,533
Blackwell Partners, LLC	1,121,495	504,673
Sabby Volatility Warrant Master Fund, Ltd.	350,467	157,711
Sabby Healthcare Volatility Master Fund, Ltd.	1,051,402	473,131
Titan Perc, Ltd.	182,243	82,010
Perceptive Life Sciences Master Fund, Ltd.	1,219,626	548,832
Special Situations Fund III QP, L.P.	467,290	210,281
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Auriga Investors - Montserrat Global Fund	303,738	136,682
Ridgeback Capital Management, LLC	584,112	262,851
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JGM Investments Group Pty Ltd	303,738	136,682
Jetan Pty Ltd	140,187	63,084
Wakko Enterprises Pty Ltd	51,402	23,131
Wakko Investments Pty Ltd	7,009	3,154
Total	14,717,999	6,623,105

- (e) The shares to be issued are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX;
- (f) The options will have an exercise price of \$1.26 and an expiry date of 28 February 2019. The full terms of the options are set out in Annexure A to this Explanatory Memorandum. The Company does not anticipate applying to ASX for admission of the options to quotation on ASX;
- (h) Funds raised by the issue of the shares will be used to accelerate the clinical development of the company's lead compound TT-034 and to advance other programs in the company's pipeline, as described above. Funds received upon the exercise of the options, if exercised, will be applied to the then working capital requirements of the Company;
- (i) A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Each of the Directors recommend that you vote to approve Resolution 2.

ANNEXURE A

Option Terms

BENITEC BIOPHARMA LIMITED

ABN 64 068 943 662

TERMS AND CONDITIONS OF OPTIONS EXPIRING 28 FEBRUARY 2019 AT \$1.26

1. Each Option entitles the holder to one ordinary fully paid Share.
2. The Options are exercisable at any time prior to 5.00pm Melbourne Time on 28 February 2019 (the Expiry Date) by completing the Option Exercise Form and delivering it together with the payment for the number of shares in respect of which the Options are exercised to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
3. The exercise price of the Options is \$1.26 (one Australian dollar and twenty-six Australian cents) per Option payable in full on exercise.
4. Subject to the Corporations Act, the Listing Rules and the Constitution of the Company, the Options are freely transferable.
5. All ordinary fully paid Shares issued upon exercise of Options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
6. The options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant options.
7. The Company shall not effect any exercise of an Option, and a holder shall not have the right to exercise any portion of an Option, to the extent that after giving effect to such issuance after exercise, such holder (together with the Holder's affiliates), would beneficially own (calculated in accordance with Section 13(d) of the United States Exchange Act of 1934, and the rules and regulations promulgated thereunder) in excess of 4.99% of the number of ordinary shares of the Company outstanding immediately after giving effect to the issuance of ordinary shares issuable upon exercise of such Option.
8. There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. The Company will ensure that Option holders will be allowed at least the number of days notice required by the Listing Rules of ASX to allow for the conversion of Options prior to the record date in relation to any offer of securities made to shareholders.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

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



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 11.00am (AEST) on Tuesday 8 April 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Benitec Biopharma Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Benitec Biopharma Limited to be held at Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Thursday 10th April 2014 at 11.00 am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of Prior Issue of Shares & Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to Issue Shares & Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

BLT

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Computershare +