

ASX ANNOUNCEMENT

UNMARKETABLE PARCEL (SMALL HOLDING) SALE FACILITY

Sydney, 1 July 2014: Benitec Biopharma Limited (ASX Code: BLT, OTC: BTEBY) is pleased to announce the establishment of a share sale facility for the sale of unmarketable parcels.

This initiative forms part of Benitec's ongoing capital management planning, and the Company expects the sale of unmarketable parcels of shares (with a market value of less than \$500) to materially reduce the administrative costs associated with maintaining a large number of small shareholdings.

The Record Date for determining unmarketable parcels is the close of trade on ASX on Monday 30 June 2014 ("the Record Date"). Attached is a copy of a letter and information notes which the Company will mail out on Monday 7 July 2014, along with a share retention form, to all shareholders who held unmarketable parcels on the Record Date.

Shareholders with unmarketable parcels on the Record Date will have until 5.00pm on 18 August 2014 to determine whether they want to opt out of the share sale facility by completing and returning the share retention form. In summary, the key dates relevant to unmarketable parcel facility are

Record date	30 June 2014
Shareholder mailing date	7 July 2014
Closing date	18 August 2014
Expected payment date	8 September 2014

Under the share sale facility, shares of the holders of unmarketable parcels will be sold at a market price, with no brokerage selling costs (commission) charged. Benitec will arrange remittance of gross sale proceeds to holders of unmarketable parcels at their last recorded address. Any tax consequences from the sale will be the respective shareholder's responsibility.

The closing price of Benitec shares on ASX on the Record Date was \$1.15. An unmarketable parcel for the purposes of the share sale facility is any holding of 434 or fewer shares. As at the Record Date, 1,034 of the Company's 4,585 holdings of shares in the register of members were unmarketable parcels, being approximately 0.16 % of the Company's issued fully paid ordinary shares.



For further information, please contact the persons below, or visit the Benitec website at www.benitec.com.

<i>Company</i>	<i>Investor relations</i>
Carl Stubbings Chief Business Officer Tel: +61 (2) 9555 6986 Email: cstubbings@benitec.com	Jane Lowe Buchan Consulting Tel: +61 (2) 9237 2807 Email: jlowe@buchanwe.com.au

About Benitec Biopharma Limited

Benitec Biopharma Limited is an ASX-listed biotechnology company (ASX Code: BLT) (OTC Code: BTEBY) based in Sydney, Australia. The company has a pipeline of in-house and partnered therapeutic programs based on its patented gene-silencing technology, ddRNAi. Benitec is developing treatments for chronic and life-threatening human conditions such as Hepatitis C, Hepatitis B, wet age-related macular degeneration, cancer-associated pain, drug resistant lung cancer and oculopharyngeal muscular dystrophy based on this technology. In addition, Benitec has licensed ddRNAi technology to other biopharmaceutical companies who are progressing their programs towards the clinic for applications including HIV/AIDS, retinitis pigmentosa and Huntington's disease. For more information on Benitec refer to the Company's website at www.benitec.com.

7 July 2014

Dear Shareholder

IMPORTANT NOTICE – SALE OF YOUR UNMARKETABLE PARCEL OF BENITEC BIOPHARMA LIMITED SHARES

Benitec Biopharma Limited (“Benitec” or “the Company”) has established a share sale facility (“the Facility”) for the sale of unmarketable parcels as at the close of trade on ASX on 30 June 2014 (“the Record Date”). The facility has been established under the Company’s Constitution and the ASX listing rules.

An unmarketable parcel is a holding of fully paid ordinary shares recorded in the Company’s register of members (shareholders) that has a market value on the Record Date of less than \$500.

Under the Facility, the Company will arrange for the shares of holders of unmarketable parcels to be sold at market prices. Holders of unmarketable parcels will not be required to appoint or act through a broker. Benitec will bear the costs of the sale of the unmarketable parcels and arrange remittance of the total sale proceeds to holders of unmarketable parcels at their last known address. Any tax consequences from the sale will be the respective shareholder’s responsibility.

Benitec expects the sale of unmarketable parcels to materially reduce the administrative costs associated with maintaining a large number of small shareholdings.

Our records show that you held an unmarketable parcel based on the Benitec share price of \$1.15 as at close of trade on the Record Date. The number of shares and the identifying details of the holding including the identification number (HIN or SRN) are set out in the accompanying personalised Share Retention Form. Unless you advise the Company by 5.00 pm, Sydney time, on 18 August 2014, (being six (6) weeks from when this letter was sent) that you do NOT wish your shares to be sold, Benitec intends to arrange for your shares to be sold through the Facility.

Under the Facility, shares of holders of unmarketable parcels will be sold at market prices. Payment will be sent to you (at your last recorded address) following settlement of the sale or otherwise as soon as is practicable.

What should you do?

If you do NOT wish your shares to be sold through the Facility, you must complete and return the attached personalised Share Retention Form to the address on the form so that it is received by 5.00 pm (Sydney time) on 18 August 2014. Please read the instructions on your personalised Share Retention Form carefully before completing it. If the form is not received by that time, your shares will be included in the shares to be sold under the Facility. It is your responsibility to ensure the form is received by that time. The Company and its share registry take no responsibility for lost, undelivered or delayed Share Retention Forms.

If you want your shares to be sold through the Facility, you do not need to take any action. By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules and the Company's Constitution you will be deemed to have irrevocably appointed the Company as your agent:

- (a) to sell all of your shares at a price to be determined by when and how the shares are sold; and
- (b) to deal with the proceeds of the sale as set out in the attached information pack.

The Company and each director of the Company are deemed to be appointed as your agents to effect transfers of your unmarketable parcel shares.

If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Facility you should consult your legal, financial or taxation adviser.

If you have more than one holding recorded on the Benitec share register, you may wish to consider amalgamating them. If you amalgamate your holdings before the due date for return of Share Retention Form this may result in your amalgamated holdings no longer being an unmarketable parcel. In these circumstances, or if you return a Share Retention Form for each holding, your shares will not be sold under the Facility.

The attached Information Memorandum, which forms part of this letter, and the personalised Share Retention Form set out further details of the Facility and your unmarketable parcel. You should read each of them before making any decision. You can also contact the Company Secretary on +61 2 9555 6986 if you have any queries about returning the form or operation of the Facility.

If your address on your personalised Share Retention Form is incorrect or out-of-date, please update your address online at www.computershare.com.au/investor . Change of address forms can also be requested by contacting Computershare Investor Services on 1300 850 505.

Yours faithfully

BENITEC BIOPHARMA LIMITED

Greg West

Company Secretary

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INFORMATION MEMORANDUM

FOR THE UNMARKETABLE PARCEL SALE FACILITY

This Information Memorandum should be read in conjunction with the accompanying letter from Benitec Biopharma Limited (“Benitec” or “the Company”), of this memorandum forms part, and personalised Share Retention Form. If there is any inconsistency, the personalised Share Retention Form prevails.

1. What price will I receive for shares sold through the Facility?

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. The Company directors may sell your shares on market or in any other way the Board consider fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale.

The minimum price at which shares can be sold under the Facility is the average of the last sale price of Shares of the Company quoted on ASX for each of the 10 trading days immediately preceding the date of any offer to purchase unmarketable parcels under the Facility accepted by the Company. Shares will only be sold under the Facility through offers, if offers at the same price for all the unmarketable shares to which the Facility applies, have been received.

You will not have control over the time at which your shares are sold. Subject to the minimum price, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your shares are sold, and may be an average price per share based on the price obtained for all the shares sold under the Facility. If the Company sells your shares other than on market, the price will be the price that the Board have been able to negotiate with the acquirer or acquirers.

2. What is the price of Benitec shares?

The last sale price of Benitec shares on the Record Date was \$1.15. The share price changes frequently and more recent prices are available in newspapers and from the ASX website (www.asx.com.au) under the ASX code BLT.

3. When will the proceeds from the sale of shares be sent to me?

Following the sale of the unmarketable parcel shares, the Company will send you a notice advising you of the sale. If your whereabouts are not known to the Company (including if the notice is returned to sender) or if instructions are not received within 2 years, funds will be paid to ASIC as unclaimed monies in accordance with applicable laws and it will be necessary to apply to ASIC for payment in accordance with the procedures for unclaimed monies.

You will be notified by way of a transaction confirmation statement of the number of your shares sold, and the price and total sale proceeds. Payments will be made in Australian dollars by cheque. The cheque will be sent by post to your address as shown in the share register at the time.

If payment cheques are not presented, funds will be paid to ASIC as unclaimed monies in accordance with applicable laws. It would then be necessary to apply to ASIC for payment in accordance with the procedures for unclaimed monies.

4. If I buy or receive more shares, will I retain my holding?

Yes, purchases or transfers of additional shares which increases the parcel of Benitec shares to more than 434 shares (\$500 as at the Record Date) means your shares will not be sold through the Facility.

If you wish to retain your shares, any additional shares purchased or transferred must be registered under the same name and address and with the same holder number (SRN or HIN) as set out the accompanying your personalised Share Retention Form. The Share Retention Form must be received by the share registry by 5.00 pm (Sydney time) on 18 August 2014.

5. What if my shares are held in a CHESS holding?

If your Shares remain in a CHESS holding at 5.00pm on 18 August 2014, the Company may move those Shares to an issuer sponsored holding and the Shares will be sold through the Facility.

6. Where can I get further information?

If you have any questions concerning your shareholding or how the Facility will work, please contact Benitec Biopharma Limited, by telephone on +61 2 9555 6986 or by email to info@benitec.com

7. Important notes

Benitec reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This letter does not constitute advice nor a recommendation to buy, sell or hold shares nor that the Facility is the best way to sell Benitec shares.

If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.