

30 April 2018

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Benitec Biopharma Limited (ASX Code: BLT)
Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Benitec Biopharma Limited ABN 64 068 943 662 (**Benitec**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**).

Where applicable, references in this notice to the Corporations Act are to those sections as modified by ASIC Instrument 2016/84.

Benitec has announced today:

- (a) a proposed capital raising of approximately A\$17 million, by way of a renounceable entitlement offer (**Entitlement Offer**) of new ordinary shares in Benitec (**New Shares**) at an offer price of A\$0.17 per New Share (**Offer Price**); and
- (b) an institutional placement to Highbridge Capital Management LLC of 772,201 American Depositary Shares (representing 15,444,020 new fully paid ordinary shares in Benitec) (**Placement**).

Under the Entitlement Offer, eligible shareholders with registered addresses in Australia and New Zealand and certain other jurisdictions in which Benitec has decided to extend the Entitlement Offer will be invited to subscribe for 1 New Share for every 2 existing fully paid ordinary share in Benitec held as at the Record Date, being 7:00pm (Sydney time) on Thursday, 3 May 2018.

1. Benitec advises that:

- (a) the New Shares will be offered for issue under the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, Benitec has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Benitec; and
 - (ii) section 674 of the Corporations Act;

- (d) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708AA(8) or 708AA(9) of the Corporations Act which is required to be set out in this notice under section 708AA(7) of the Corporations Act; and
 - (e) the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Benitec and the consequences of that effect depend on a number of factors, including the extent to which eligible shareholders participate in the Entitlement Offer, further details of which are set out below.
2. The Entitlement Offer is structured as a pro rata issue. The Entitlement Offer structure also includes an oversubscription facility, pursuant to which eligible shareholders can apply for additional New Shares in excess of their entitlements under the Entitlement Offer (**Oversubscription Facility**).
 3. The potential effect of the Entitlement Offer on control of Benitec is summarised as follows:
 - (a) if all eligible shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no material effect on the control of Benitec;
 - (b) the interests of existing shareholders who do not take up their entitlements in the Entitlement Offer will be diluted by the issue of New Shares under the Entitlement Offer;
 - (c) the following table sets out the expected holding of Nant Capital LLC (**Nant Capital**) in ordinary shares of Benitec under various scenarios:

	0% Shortfall		50% Shortfall		100% Shortfall	
	Shares (m)	Interest (%)	Shares (m)	Interest (%)	Shares (m)	Interest (%)
Non-Nant Capital	235,240,664	72.79%	198,607,890	69.32%	161,975,116	64.82%
Nant Capital	87,917,457	27.21%	87,917,457	30.68%	87,917,457	35.18%
Shares On Issue Post Entitlement Offer and Placement	323,158,121	100.0%	286,525,347	100.0%	249,892,573	100.0%

4. The shareholding of Nant Capital following completion of the Entitlement Offer will be impacted by:
 - (a) the extent to which Benitec shareholders take up their entitlements in the Entitlement Offer;
 - (b) the extent to which entitlements of ineligible shareholders are able to be sold by the nominee appointed by Benitec; and
 - (c) the extent to which Benitec shareholders apply for further New Shares in excess of their entitlements under the Oversubscription Facility.
5. The shareholding of Nant Capital following the completion of the Entitlement Offer will be made available on the ASX.
6. With a potential shareholding of up to 35.18% (depending on shareholder and investor participation in the Entitlement Offer), Nant Capital may be able to pass ordinary resolutions (such as for the appointment and removal of directors), subject to any applicable voting exclusions where Nant Capital is a party to a relevant transaction.

In addition, with a shareholding less than 50% but above 25%, Nant Capital will have the ability to block a third party from successfully implementing a scheme of arrangement to obtain control of Benitec, or from reaching sufficient levels of acceptances under a takeover bid that would enable the third party to acquire 100% of Benitec. This will mean that a potential third party bidder is likely to be unwilling to attempt a control transaction for Benitec if it is not confident of Nant Capital's support.

Dr Jerel A Banks is Chairman of Benitec and Chief Investment Officer of Nant Capital. No other directors of the Company are employed by, or affiliated with, Nant Capital.

Benitec does not believe that Nant Capital will acquire control of Benitec as a result of the Entitlement Offer. Notwithstanding this, should Nant Capital acquire control of Benitec as a result of the Entitlement Offer, Nant Capital's current intentions (which are subject to change as new information becomes available or as circumstances change) following completion of the Entitlement Offer are as follows:

- there is no present intention to change the business of Benitec, including the collaboration agreement with Benitec;
- there is no present intention to inject further capital into Benitec. In appropriate circumstances, Nant Capital may, at their sole discretion, provide further capital (in the form of equity, equity linked, or debt securities) to Benitec in accordance with a capital raising proposed by the Benitec Board;
- there is no present intention to change the employment of current employees of Benitec;
- there is no present intention that would involve assets being transferred between Nant Capital and Benitec or their associates;
- there is no present intention to otherwise redeploy the fixed assets of Nant Capital; and
- there is no present intention to change the current financial and dividend policies of Benitec.

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'G West', written over a light blue rectangular background.

Mr Greg West
Company Secretary
Benitec Biopharma Limited