

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Benitec Biopharma Limited

ACN/ARSN 068 943 662

### 1. Details of substantial holder(1)

Name Nant Capital, LLC  
ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on 4<sup>th</sup> May 2018

The previous notice was given to the company on 13 March 2017

The previous notice was dated 13 March 2017

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	58,611,838	28.57%	58,611,838	26.57%

The Percentage voting power has been diluted due to the issue of ordinary shares on the 4<sup>th</sup> May 2018 to non-associated entities

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
N/A				Ordinary shares	

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Nant Capital, LLC	Nant Capital, LLC	Nant Capital, LLC	Legal and beneficial owner of the "Tranche 2 Shares" under the Share Subscription Agreement.  Legal ownership of the "Tranche 2 Shares" will be transferred to Merrill Lynch (Australia) Nominees Pty Limited to be held for the benefit of Nant Capital, LLC under a custodial holding arrangement.	29,305,819 ordinary shares	29,305,819
Dr. Patrick Soon-Shiong	Nant Capital, LLC	Nant Capital, LLC	Relevant interest in the "Tranche 2 Shares" under 608 (1)(b), 608(1)(c) and 608(3) of the	29,305,819 ordinary shares	29,305,819

			Corporation Act 2001 (Cth) in that Dr. Patrick Soon-Shiong controls Nant Capital, LLC.		
California Capital Equity, LLC	Nant Capital, LLC	Nant Capital, LLC	Relevant interest in the "Tranche 2 Shares" under 608 (1)(b), 608(1)(c) and 608(3) of the Corporation Act 2001 (Cth) in that California Capital Equity, LLC controls Nant Capital, LLC.	29,305,819 ordinary shares	29,305,819
Nant Capital, LLC	Merrill Lynch (Australia) Nominees Pty Limited	Merrill Lynch (Australia) Nominees Pty Limited	Beneficial owner of the "Tranche 1 Shares" issued on 24 October 2016 under the Share Subscription Agreement with the power to exercise the right to vote attached to, and to dispose of, the "Tranche 1 Shares".	29,305,819 ordinary shares	29,305,819
Dr Patrick Soon-Shiong	Merrill Lynch (Australia) Nominees Pty Limited	Merrill Lynch (Australia) Nominees Pty Limited	Relevant interest in the "Tranche 1 Shares" under 608 (1)(b), 608(1)(c) and 608(3) of the Corporation Act 2001 (Cth) in that Dr. Patrick Soon-Shiong controls Nant Capital, LLC which has the power to exercise the right to vote attached to, and to dispose of, the "Tranche 1 Shares".	29,305,819 ordinary shares	29,305,819
California Capital Equity, LLC	Merrill Lynch (Australia) Nominees Pty Limited	Merrill Lynch (Australia) Nominees Pty Limited	Relevant interest in the "Tranche 1 Shares" under 608 (1)(b), 608(1)(c) and 608(3) of the Corporation Act 2001 (Cth) in that California Capital Equity, LLC controls Nant Capital, LLC which has the power to exercise the right to vote attached to, and to dispose of, the "Tranche 1 Shares".	29,305,819 ordinary shares	29,305,819

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Dr Patrick Soon-Shiong	No change from notice of initial substantial holder dated 24 October 2016. Dr Patrick Soon-Shiong is an associate of Nant Capital, LLC under section 12(2)(a) of the Corporation Act 2001 (Cth) in that Dr. Patrick Soon-Shiong controls Nant Capital, LLC
California Capital Equity, LLC	No change from notice of initial substantial holder dated 24 October 2016. California Capital Equity, LLC is an associate of Nant Capital, LLC under section 12(2)(a) of the Corporation Act 2001 (Cth) in that Dr. Patrick Soon-Shiong controls Nant Capital, LLC

#### 6. Addresses

The addresses of persons named in this form are:

Name	Address
Nant Capital, LLC	9922 Jefferson Boulevard, Culver City, California 90232, United States of America
Dr Patrick Soon-Shiong	9922 Jefferson Boulevard, Culver City, California 90232, United States of America
California Capital Equity, LLC	9922 Jefferson Boulevard, Culver City, California 90232, United States of America
Merrill Lynch (Australia) Nominees Pty Limited	Level 19, 120 Collins Street, Melbourne, Victoria 3000, Australia

#### Signature

print name

*C. K. Shiong*

capacity

*President*

sign here

*[Signature]*

date

*4 May 2018*

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the

names and addresses of members is clearly set out in paragraph 6 of the form.

- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
  - (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
  - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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