

17 January 2020

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Dear Mr Lian

**ASX Query**

I refer to your letter dated 17 January 2020. Benitec Biopharma Limited (ASX: BLT; NASDAQ: BNTC) (**Benitec**, or the **Company**) advises as follows in response to each of the queries:

1. The Appendix 3Y was lodged late due to an administrative oversight.
2. The Company's directors are well versed in their obligations when it comes to the release of information detailing their dealing in the Company's securities. The Company Secretary regularly interfaces with directors ahead of any proposed dealings in the Company's securities, and the directors are aware of their obligation to seek written clearance before doing so.
3. The Company considers that its current arrangements are adequate are being enforced. The oversight that is the subject of this query was the consequence of the issue of unlisted options to a director following approval from shareholders at the Company's 2019 Annual General Meeting. Notwithstanding this, the Company is reviewing its operational processes, and will re-brief Board members, to ensure that a similar oversight does not occur again.

Should you have any queries in relation to this response, please do not hesitate to contact me.

Yours faithfully



Oliver Kidd  
Company Secretary



17 January 2020

Reference: 12714

Mr Oliver Kidd  
Company Secretary  
Level 14, 114 William Street  
Melbourne VIC 3000

By email:

Dear Mr Kidd

**Benitec Biopharma Limited ('BLT'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. BLT's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 16 January 2020 for Ms Megan Boston (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
  - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
    - *On the date that the entity is admitted to the official list.*
    - *On the date that a director is appointed.*

*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
  - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
  - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:

*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

The Notice indicates that a change in Ms Boston's notifiable interest occurred on 29 November 2019. It appears that the Notice should have been lodged with ASX by 6 December 2019. Consequently, BLT may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Ms Boston may have breached section 205G of the *Corporations Act 2001* (Cth).

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Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds BLT of its contract with ASX to comply with the Listing Rules. In the circumstances, BLT should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

### **Request for Information**

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does BLT have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does BLT intend to take to ensure compliance with Listing Rule 3.19B?

### **When and where to send your response**

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@asx.com.au). It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 21 January 2020.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

### **Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Kind regards

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**Corey Lian**  
Adviser, Listings Compliance (Sydney)