

Please see attached.



FAX

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PAGES (inc this page) 2 **Please telephone +61 8 6189 8655 if any pages are missing or illegible.**

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|--|----------------------------|---------------------------------------|
| To Market Announcements Office | ORGANISATION ASX | FAX NUMBER 1300 135 638 |
| FROM Joanna Yoon joanna.yoon@hoganlovells.com | Perth | DIRECT LINE +61 8 6189 8662 |

Private and confidential

25 August 2015

Our ref 484
 Matter ref 888888/777777

Dear Sirs

NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

We act for RA Capital Management, LLC.

As a result of a recent on market transaction, our client has ceased to be a substantial holder in Benitec Biopharma Limited ACN 068 943 662 (ASX: BLT).

As a consequence, we enclose a Form 605 executed by our client for announcement to the market.

Please contact me if you have any queries.

Yours sincerely

Joanna Yoon
 Associate
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Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Benitec Biopharma LimitedACN/ARSN 64 068 943 662**1. Details of substantial holder(1)**Name RA Capital Management, LLC
ACN/ARSN (if applicable) _____The holder ceased to be a
substantial holder on 18 / 08 / 15The previous notice was given to the company on 01 / 07 / 15The previous notice was dated 02 / 07 / 15**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change(5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|----------------------|--|---|-------------------------|
| 18/08/15 | RA Capital Healthcare Fund, LP | Open Market Sales | \$2,701,966.17 | Ordinary Shares | 4,600,911 |
| 18/08/15 | Blackwell Partners LLC | Open Market Sales | \$ 509,356.81 | Ordinary Shares | 853,671 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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 |
|-----------------------------------|-----------------------|
| RA Capital Healthcare Fund, LP | Entities are related |
| Blackwell Partners, LLC | Entities are related |

4. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|--------------------------------|---|
| RA Capital Healthcare Fund, LP | Citigroup Pty Limited, 2 Park Street, Sydney NSW 2000 |
| Blackwell Partners, LLC | Citigroup Pty Limited, 2 Park Street, Sydney NSW 2000 |

Signatureprint name Peter Kolchinskycapacity Manager

sign here

date 24 / 08 / 15
