

## Benitec Securities Update

**14 July 2010, Melbourne, Australia:** The Board of Directors of Benitec Limited (ASX:BLT) have lodged the attached Appendix 3B providing details of new securities issued:

- 2,500,000 new fully paid ordinary shares, issued as a result of the conversion of a portion of the Convertible Note held by La Jolla Cove Investors, Inc. (LJCI);
- 3,000,000 unlisted Non-Executive Director options, issued to directors following the passing of a resolution at the General Meeting of Shareholders held on 30 June 2010;
- 6,500,000 unlisted ESOP options, issued to executives in August 2009 but only recently applied for; and
- 5,000,000 unlisted ESOP options, issued to the Company's new Chief Executive Officer Dr Peter French upon appointment.

The issue of ordinary shares to LJCI brings the total of fully paid ordinary shares on issue to 417,504,215.

The following unlisted options have lapsed due to the expiry of the adjusted exercise period for ex-employees:

- 1,000,000 unlisted ESOP options with an exercise price of \$0.114 and expiry date 8 October 2012; and
- 8,334 unlisted ESOP options with an exercise price of \$0.115 and expiry date 21 February 2013.

John Rawling  
Company Secretary

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

BENITEC LIMITED

ABN

64 068 943 662

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |   |
|--|---|
| 1    +Class of +securities issued or to be issued  | i.    Ordinary shares<br>ii.   Unlisted Non-Executive Director (NED) options<br>iii.  Unlisted ESOP options<br>iv.   Unlisted ESOP options                |
| 2    Number of +securities issued or to be issued (if known) or maximum number which may be issued | i.    2,500,000 ordinary shares<br>ii.   3,000,000 unlisted NED options<br>iii.  6,500,000 unlisted ESOP options<br>iv.   5,000,000 unlisted ESOP options |

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+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>i. Fully paid ordinary shares  ii. Exercise price \$0.03364, expiry 19-Aug-14  1,500,000 of the NED Options vest upon issue and the balance on 01-Jul-11. The exercise price was calculated using a 20 day volume weighted average price of Benitec listed ordinary shares on 30-Jun-10.  iii. Exercise price \$0.03, expiry 19-Aug-14  1,500,000 of the NED Options vest upon issue and the balance on 19-Aug-10. The exercise price was calculated using a 20 day volume weighted average price of Benitec listed ordinary shares on 19-Aug-09.  iv. Exercise price \$0.0425, expiry 09-Jun-13  The ESOP Options vest upon issue. The exercise price was calculated using a 20 day volume weighted average price of Benitec listed ordinary shares on 09-Jun-10</p>
<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>i. The ordinary shares will rank equally with current quoted ordinary shares from the date of allotment.  ii. No  iii. No  iv. No</p>
<p>5 Issue price or consideration</p>	<p>i. \$0.024 cents per share  ii. Nil  iii. Nil  iv. Nil</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>i. Conversion of portion of Convertible Note.  ii. Issued pursuant to employment agreement and performance review.  iii. Issued pursuant to shareholder resolution.  iv. Issued pursuant to employment agreement.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>13 July 2010</p>

8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		417,504,215	Ordinary Shares
		56,081,915	Options to acquire fully paid shares at \$0.15 on or before 3 April 2011
		46,673,907	Options to acquire fully paid shares at \$0.10 on or before 8 April 2014
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		17,560	Options to acquire fully paid shares at \$0.03 on or before 30 September 2013
		6,126,962	Warrants to acquire fully paid shares at \$0.90 on or before 4 August 2014
		1,953,125	Options to acquire fully paid shares at \$0.17 on or before 23 October 2015
		3,000,000	Options to acquire fully paid shares at \$0.0224 on or before 4 September 2011
		1,000,000	Options to acquire fully paid shares at \$0.0599 on or before 14 December 2011
		4,666,666	Options to acquire fully paid shares at \$0.131 on or before 31 December 2012
		1,000,000	Options to acquire fully paid shares at \$0.114 on or before 8 October 2012
		3,300,000	Options to acquire fully paid shares at \$0.115 on or before 21 February 2013
		22,244,444	Options to acquire fully paid shares at \$0.10 on or before 31 December 2012
		12,000,000	Options to acquire fully paid shares at \$0.10 on or before 10 April 2015
		6,500,000	Options to acquire fully paid shares at \$0.03 on or before 19 August 2014
		3,000,000	Options to acquire fully paid shares at \$0.03364 on or before 19 August 2014
		5,000,000	Options to acquire fully paid shares at \$0.0425 on or before 9 June 2013
		10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |     |
|----|---|-----|
| 11 | Is security holder approval required?   | N/A |
| 12 | Is the issue renounceable or non-renounceable?  | N/A |
| 13 | Ratio in which the +securities will be offered  | N/A |
| 14 | +Class of +securities to which the offer relates  | N/A |
| 15 | +Record date to determine entitlements  | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | N/A |
| 17 | Policy for deciding entitlements in relation to fractions   | N/A |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations  | N/A |

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought 

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39 Class of +securities for which quotation is sought 

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(~~Director~~/Company Secretary)

Date: 13 July 2010

Print name: JOHN RAWLING

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