

Share Purchase Plan

Melbourne; **22 April 2009**: Attached is documentation regarding the share purchase plan (SPP) announced by Starpharma Holdings Limited (ASX:SPL, OTCQX:SPHRY) on 7 April 2009.

Australian and New Zealand registered shareholders who held shares at 7pm AEST on the record date of 7 April 2009 are eligible to participate in the SPP.

The SPP closes at 5pm AEST on Wednesday 6 May 2009.

About Starpharma

Starpharma Holdings Limited (ASX:SPL, OTCQX:SPHRY) is a world leader in the development of dendrimer nanotechnology for pharmaceutical, life-science and other applications. SPL has two operating companies, Starpharma Pty Ltd in Melbourne, Australia and DNT, Inc in the USA. Products based on SPL's dendrimer technology are already on the market in the form of diagnostic elements and laboratory reagents through licence arrangements with partners including Siemens and Merck KgA.

The Company's lead pharmaceutical development product is VivaGel® (SPL7013 Gel), a vaginal microbicide designed to prevent the transmission of STIs, including HIV and genital herpes. In September 2008 Starpharma signed a full licence agreement with SSL International plc (LSE:SSL) to develop a VivaGel® coated condom. SSL manufactures and sells Durex® condoms, the market-leading condom brand worldwide. Starpharma's receipts under the agreement are estimated to exceed A\$100m comprising royalties on SSL sales, further milestone payments, and development support.

In the wider pharmaceutical field Starpharma has specific programs in the areas of Drug Delivery and Drug Optimisation technologies (using dendrimers to control where and when drugs go when introduced to the body) and Targeted Diagnostics (using dendrimers as a scaffold to which both location-signalling and targeting groups are added to allow location of specific cell type, such as cancer cells). More broadly the company is exploring dendrimer opportunities in materials science applications including water remediation.

Dendrimer: A type of precisely-defined, branched nanoparticle. Dendrimers have applications in the medical, electronics, chemicals and materials industries.

American Depositary Receipts (ADRs): Starpharma's ADRs trade under the code SPHRY (CUSIP number 855563102). Each Starpharma ADR is equivalent to 10 ordinary shares of Starpharma as traded on the Australian Securities Exchange (ASX). The Bank of New York Mellon is the depositary bank. Starpharma's ADRs are listed on International OTCQX (www.otcqx.com), a premium market tier in the U.S. for international exchange-listed companies, operated by Pink OTC Markets, Inc.

Forward Looking Statements

This document contains certain forward-looking statements, relating to Starpharma's business, which can be identified by the use of forward-looking terminology such as "promising", "plans", "anticipated", "will", "project", "believe", "forecast", "expected", "estimated", "targeting", "aiming", "set to", "potential", "seeking to", "goal", "could provide", "intends", "is being developed", "could be", "on track", or similar expressions, or by express or implied discussions regarding potential fillings or marketing approvals, or potential future sales of product candidates. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from any future results, performance or achievements expressed or implied by such statements. There can be no assurance that any existing or future regulatory filings will satisfy the FDA's and other health authorities' requirements regarding any one or more product candidates nor can there be any assurance that such product candidates will be approved by any health authorities for sale in any market or that they will reach any particular level of sales. In particular, management's expectations regarding the approval and commercialization of the product candidates could be affected by, among other things, unexpected clinical trial results, including additional analysis of existing clinical data, and new clinical data; unexpected regulatory actions or delays, or government regulation generally; our ability to obtain or maintain patent or other proprietary intellectual property protection; competition in general; government, industry, and general public pricing pressures; and additional factors that involve significant risks and uncertainties about our products, product candidates, financial results and business prospects. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated or expected. Starpharma is providing this information as of the date of this document and does not assume any obligation to update any forward-looking statements contained in this document as a result of new information, future events or developments or otherwise.

For further information:

Media Buchan Consulting		Starpharma www.starpharma.com		
Rebecca Wilson	Ellie Papathanasiou	Dr Jackie Fairley	Ben Rogers	
Tel: +61 3 9866 4722 Mob: +61 417 382 391 rwilson@bcg.com.au	Tel: +61 2 9237 2800 epapathanasiou@bcg.com.au	Chief Executive Officer +61 3 8532 2704	Company Secretary +61 3 8532 2702 ben.rogers@starpharma.com	



22 April 2009



Dear Shareholder,

Share Purchase Plan

Following the successful capital raising of at least A\$4.3 million and up to A\$4.6 million, through a private placement to existing and new institutional and sophisticated investors, the Board of Directors is pleased to offer eligible shareholders the opportunity to subscribe for ordinary shares in Starpharma Holdings Limited (Starpharma) by way of a share purchase plan (SPP). The offer price under the SPP is A\$0.26 per share, the same issue price as the first tranche of the private placement announced on 7 April 2009.

As set out in our ASX announcement on 7 April 2009, the proceeds from the institutional placement and SPP will be used to:

- support development activities to commercialise the VivaGel[®] coated condom with Starpharma's commercial partner, SSL International Plc;
- supplement public funding to further advance the stand-alone VivaGel® development program;
- support partnering and further commercialisation of Starpharma's dendrimer applications; and
- enhance and strengthen Starpharma's balance sheet by providing additional working capital.

Under the SPP you can buy up to A\$10,000 worth of new Starpharma ordinary shares without paying any brokerage. This is subject to Starpharma's right, if it considers it appropriate, to scale back the maximum amount to be raised under the SPP.

Australian and New Zealand registered shareholders who held shares at 7pm AEST on the record date of 7 April 2009 are eligible to participate in the SPP. The SPP closes at 5pm AEST Wednesday 6 May 2009.

The Board encourages you to carefully read the enclosed SPP offer document and application form, before making your investment decision.

This is an exciting period for Starpharma. The partnership with SSL International Plc for the VivaGel® coated condom marks a significant commercial milestone for the Company, and the clinical development program for VivaGel® as a stand-alone product continues to make steady progress. In addition the commercial opportunities for Starpharma's dendrimer platform are expanding and offer the potential for significant additional value.

On behalf of the Board I thank you for your continued support as a Starpharma shareholder.

Yours sincerely

Jackie Fairley

Director and Chief Executive Officer

Starpharma Holdings Limited

2009 Share Purchase Plan

Starpharma Holdings Limited (**Starpharma**) is pleased to provide Eligible Shareholders (see section 6 below) with the opportunity to participate in Starpharma's 2009 Share Purchase Plan (**SPP** or **Plan**) by subscribing for up to A\$10,000 of new fully paid ordinary shares (**New Shares**) in Starpharma (**Offer**).

The price for each New Share is A\$0.26.

Details of the Offer and how to participate are set out in this offer document.

1. Background

On 7 April 2009, Starpharma announced that at least A\$4.3 million and up to A\$4.6 million of Starpharma's Shares were placed with institutional, sophisticated and professional investors.

The placement involves a first tranche of A\$3.1 million involving the immediate issue of approximately 11.8 million Shares at A\$0.26 per Share. A second tranche of Shares will be issued to a major institutional participant in May raising a further A\$1.2 to A\$1.5 million. The second tranche of Shares will be priced at the lesser of A\$0.26 per Share and the volume weighted average price per Share over the five trading days immediately prior to the settlement of the second tranche.

At the same time as it announced the placement, Starpharma announced that it would conduct a SPP priced at A\$0.26 per New Share.

2. Key Dates

Key dates for the SPP are as follows (all times are AEST).

Record Date	7 pm, Tuesday 7 April 2009
Opening Date	Thursday 23 April 2009
Closing Date	5 pm, Wednesday 6 May 2009
Allotment of Shares	Wednesday 13 May 2009
Trading of New Shares expected to commence on ASX	Thursday 14 May 2009
Holding statements expected to be dispatched to shareholders	Monday 18 May 2009

These dates are subject to change and are indicative only. Starpharma reserves the right to amend this indicative timetable without notice. In particular, Starpharma reserves the right, subject to the Corporations Act and the Listing Rules to close the Offer early, to extend the Closing Date or to withdraw the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the date for the issue of New Shares.

3. Price and allocation

The price payable for each New Share under the Plan will be A\$0.26. The price is lower than the market price for Starpharma shares on the date that the SPP was announced.

The Offer under the SPP needs to comply with the relief granted by ASIC. Under that relief, the maximum value of New Shares that each Eligible Shareholder may subscribe for is A\$10,000.

Under the SPP, you may apply for a parcel of New Shares in the amount of A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000. Starpharma will deal with Applications that are not made in these amounts in accordance with condition 8.1.

In the absence of a scale back, the number of New Shares to be issued to you will be calculated by dividing the Application amount by the offer price (i.e. A\$0.26) then rounding up to the nearest whole number of New Shares

The number of New Shares that will be issued for each Application amount are as follows.

Application Amount	New Shares	
\$1,000	3,847	
\$2,500	9,616	
\$5,000	19,231	
\$7,500	28,847	
\$10,000	38,462	

Shareholders will not be obliged to pay brokerage or other fees in respect of New Shares acquired under the SPP (although Starpharma will pay certain professional and other fees to third parties). The SPP provides an opportunity to all Eligible Shareholders to increase their shareholding in a low cost way.

4. Use of funds and effect of the Offer

The proceeds of the Offer will be used to:

- (1) support development activities to commercialise the VivaGel® coated condom with Starpharma's commercial partner, SSL International Plc:
- (2) supplement public funding to further advance the stand-alone VivaGel® development program;
- (3) support partnering and further commercialisation of Starpharma's dendrimer applications; and
- (4) enhance and strengthen Starpharma's balance sheet by providing additional working capital.

The effect of the Offer will be to increase the number of Shares on issue and increase the cash held by Starpharma depending on applications received for New Shares. Starpharma has not set a minimum amount to be raised through the SPP.

5. Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out below in section 6). The Offer to acquire New Shares is not a recommendation. If you are in any doubt about this Offer, whether you should participate in the SPP or how such participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this Offer.

You should be aware that the price you pay for shares under the SPP may either be higher or lower than the market price of Starpharma shares at the date the shares are allotted and issued to you under the SPP. Starpharma recommends that you monitor the Share price, which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at www.asx.com.au (ASX code: SPL).

6. The Offer and eligibility

A person will be eligible to participate in the Offer (an Eligible Shareholder) if:

- (1) the person was a registered holder of Shares at 7 pm on Tuesday 7 April 2009 (Record Date); and
- (2) the person's registered address is in Australia or New Zealand.

Starpharma has determined that it is not practical for holders of Shares with registered addresses in other jurisdictions to participate in the SPP.

The New Shares to be issued under this SPP have not been and will not be registered under the *U.S. Securities Act of 1933*, as amended (**Securities Act**), or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the New Shares to be issued under this SPP may not be offered to shareholders located in the "United States" or to shareholders who are, or who are acting for the account or benefit of, "U.S. persons". In this document, the terms "United States" and "U.S. persons" are as defined in Regulation S under the Securities Act.

Due to these legal restrictions, you must not send copies of this offer document or any other material relating to the SPP to any person resident in the United States or who are, or are acting for the account or benefit of, "U.S. persons".

You may not submit any completed Application Forms for any person resident in the United States or who are, or are acting for the account or benefit of, "U.S. persons". Failure to comply with these restrictions may result in violations of applicable securities laws.

7. Scale-back, underwriting and shortfall

Starpharma may undertake a scale back at its discretion, including to take into account material changes in the price of its Shares, the broader market for Starpharma securities and for the purpose of complying with the Listing Rules. If Applications are scaled back, Starpharma will scale back Applications on a proportional basis.

If Starpharma exercises its right to scale back Applications, the amount of your Application as scaled back may not be equal to a whole number of New Shares. In that event, the number of New Shares allotted to you will be rounded up to the nearest whole number of New Shares. The difference in the purchase price will be refunded by Starpharma, without interest, following allotment of the New Shares.

Starpharma reserves the right to place any shortfall.

8. Applications

8.1 Method of Application

An Eligible Shareholder may apply for New Shares by either:

(1) completing the attached Application Form and returning it to:

Starpharma Holdings Limited c/o Computershare Investor Services Pty Limited GPO Box 505 Melbourne, Victoria 8060

together with a cheque, bank draft or money order made payable to "Starpharma Holdings Limited – SSP" for the appropriate payment by no later than 5pm on the Closing date; or

making a BPAY® payment by using the specific Biller Code and unique Customer Reference Number (CRN) shown on your Application Form. If you make your payment using BPAY®, you do not need to return your Application Form. Payment must be received by no later than 5pm on the Closing Date. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5pm on the Closing Date.

Starpharma may, but is not obliged to, accept Applications received after the Closing Date. If Starpharma does not accept an Application for any reason, Starpharma will refund any excess application money to the Eligible Shareholder, without interest, not later than 10 Business Days after the New Shares are issued.

Applications may only be made for parcels of New Shares in the amounts listed in section 3 of this offer document and on the Application Form. If the amount of the cheque, bank draft or money order tendered with your Application Form or paid via BPAY® is:

- (1) less than A\$1,000 Starpharma will not allot any New Shares to you and will refund you application money to you;
- (2) greater than A\$10,000 subject to scale back, Starpharma will allot the maximum number of New Shares to you and will refund the excess application money to you; or
- (3) for an amount between A\$1,000 and A\$10,000 that is not one of the designated Application amounts subject to scale back, Starpharma will allot to you the number of New Shares that would have been allotted to you had you applied for the highest designated amount that is less than the amount of your cheque, bank draft, money order or your BPAY® payment, and will refund the excess application money to you.

8.2 Non-renounceable

Each Offer is non-renounceable. An Eligible Shareholder may not transfer or otherwise deal with its right to apply for New Shares under the Plan.

8.3 One offer per shareholder

Subject to condition 8.5, an Eligible Shareholder is entitled to apply under one (and only one) Offer. Starpharma may refuse to accept any Application which Starpharma, or a person maintaining the register of members (**Register**) on behalf of Starpharma, believes will result in a person being issued New Shares under more than one Offer.

8.4 Effect of Application

By applying for New Shares under the Offer, an Eligible Shareholder is taken to:

- agree to be bound by the terms and conditions set out this offer document, the Offer and the Application Form;
- (2) authorise Starpharma to place the Eligible Shareholder's name on Starpharma's Register in respect of those New Shares;
- (3) agree to be bound by Starpharma's Constitution; and
- (4) provide the warranty referred to in condition 8.5.

8.5 Applications by trustees and nominees

A trustee or nominee (**Trustee**) noted on the Register as holding Shares on account of an Eligible Shareholder (**Beneficiary**) may apply for New Shares under an Offer made to the Beneficiary. The Beneficiary is taken to be the registered shareholder of those Shares. By applying for New Shares on behalf of a Beneficiary, the Trustee warrants to Starpharma that it has the authority of the Beneficiary to do so. For the purposes of condition 6(2), the relevant address for determining an Eligible Shareholder is the address of the Trustee.

To the extent that a Trustee holds shares on behalf of another person resident outside Australia or New Zealand, it is the Trustee's responsibility to ensure that any acceptance complies with all applicable foreign laws.

9. Rights attaching to New Shares

The New Shares are expected to be allotted under the SPP on Wednesday, 13 May 2009. Starpharma expects that the New Shares will be listed for quotation on ASX on Thursday, 14 May 2009.

Starpharma expects to dispatch a holding statement or issue notice in respect of the New Shares allotted to you under the SPP on Monday, 18 May 2009. You should confirm your holding before trading in any New Shares you believe have been issued to you under the SPP.

New Shares issued under the Plan will rank equally with all existing Shares and will carry the same voting rights, dividend rights and other entitlements at the date they are issued.

10. Alteration of terms

Starpharma may, in its discretion, vary, suspend or cancel the Offer at any time, subject to the Corporations Act, ASIC Class Orders, the Listing Rules and any other law or regulation to which Starpharma is subject.

A variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, Starpharma or any member of the Board.

If the Board determines to suspend or cancel the Plan during the currency of an Offer, any application money received by Starpharma will be refunded to the Eligible Shareholder, without interest, as soon as reasonably practical after the suspension or cancellation and in any event within 10 Business Days after the Closing Date.

11. Offer document

In the absence of an exemption in the Corporations Act or class order or other relief from ASIC, a person may not offer shares without lodging a disclosure document with ASIC. ASIC has granted relief from the disclosure requirements in Class Order 02/831 for shares offered under a share purchase plan. This Offer meets the requirements of Class Order 02/831.

12. Definitions

Terms and abbreviations used in this offer document have the following meaning:

Application	A valid application made in accordance with condition 8.1	
Application Form	The application form attached to this offer document	
ASIC	Australian Securities and Investments Commission	
ASX	ASX Limited ABN 98 008 624 691	
Business day	Has the meaning given to that term in the Listing Rules.	
Closing Date	5 pm, Wednesday, 6 May 2009 (unless extended)	
Constitution	The constitution of Starpharma as amended from time to time	
Corporations Act	Corporations Act 2001 (Cth)	
Director	A director of Starpharma	
Eligible Shareholder	A person who meets the requirements of section 6	
Listing Rules	The ASX Listing Rules	
New Share	A Share to be issued pursuant to the Offer	
Offer	The offer of New Shares under this offer document	
Securities Act	U.S. Securities Act of 1933	
Share	A fully paid ordinary share in Starpharma	

13. Directors' consent

This offer document is signed on 22 April 2009 by Jackie Fairley on behalf of the Directors, each of whom has consented to the signature, lodgement and issue of this offer document and none of whom have withdrawn that consent before lodgement.

Jackie Fairley Director



Starpharma Holdings Limited

ABN 20 078 532 180



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Computershare

Please return completed form to:

Computershare Investor Services Pty Limited GPO Box 505 Melbourne Victoria 8060 Australia Enquiries (within Australia) 1300 507 903 (outside Australia) 61 3 9415 4157 web.gueries@computershare.com.au www.computershare.com

Securityholder Reference Number (SRN)



I 1234567890

* For your security keep your SRN/HIN confidential.

Entitlement Number:

Record Date: 7pm AEST 7 April 2009 Offer Closes: 5pm AEST 6 May 2009

Price per Security: A\$0.26

SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the securityholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Starpharma Holdings Limited Share Purchase Plan (SPP) contained in the letter to Starpharma Holdings Limited securityholders dated 22 April 2009, Starpharma Holdings Limited is offering eligible securityholders the opportunity to purchase new fully paid ordinary shares up to a maximum value of A\$10,000 per eligible securityholder, in parcels of A\$1,000, A\$2,500, A\$5,000, A\$7,500 and A\$10,000.

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Starpharma Holdings Limited and agree that the submission of this payment constitutes an irrevocable offer to you by Starpharma Holdings Limited to subscribe for Starpharma Holdings Limited Shares on the terms of the SPP. In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the Shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the Share Purchase Plan or any similar arrangement in the 12 months prior to the date of submission of the slip below, does not exceed \$10,000.00.

METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

Starpharma Holdings Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Starpharma Holdings Limited will be conclusive and binding on all eligible securityholders and other persons to whom the determination relates. Starpharma Holdings Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible securityholders even where Starpharma Holdings Limited does not notify you of that event.

Please see overleaf for Payment Options



SPL

SPRB



A\$7,500

Biller Code: 123456

A\$10,000

Ref No: 123412341234123412

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A\$1,000

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ABN 20 078 532 180

I/We wish to purcha

ase a parcel of snares to the dollar amount of:				
or	A\$2,500	or		A\$5,000

		L					
-back in	accordance	with	the	terms	of	the	SPP

* These share amounts may be subject to scale-back in	accordance with the terms of the SPP.
Payment Details – Please note that funds Drawer	s are unable to be directly debited from you Cheque number BSB number
Make your cheque or bank draft payable	to "Starpharma Holdings Limited - SPP"
Contact Details Please provide your contact details in case value of contact person	we need to speak to you about this slip

nk account ccount number	Cheque amount
	A\$
Contact person's d	laytime telephone number
/	

How to accept the Share Purchase Plan

Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the Share Purchase Plan as set out in the Offer Document enclosed with this Application Form.

Your cheque, bank draft or money order must be payable to "Starpharma Holdings Limited - SPP" in Australian currency and crossed Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. Please note that funds are unable to be directly debited from your bank account.

If paying by cheque, bank draft or money order return the slip below together with your cheque, bank draft or money order in the envelope provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s), bank draft or money order to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5pm AEST on 6 May 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Melbourne by no later than 5pm AEST on 6 May 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 507 903.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 850 505 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHESS holders must contact their Controlling Participant to notify a change of address



Payment Options:



Biller Code: 123456

Ref No: 12341234123412

Telephone & Internet Banking - BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



By Mail Starpharma Holdings Limited c/o Computershare Investor Services Pty Limited GPO Box 505 Melbourne, Victoria 8060 AUSTRALIA



Entitlement Number: <xxxxxxxxxxx

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