



## ASX ANNOUNCEMENT

### Share Purchase Plan – Offer Documents

**Melbourne, Australia; 26 September 2014:** Starpharma Holdings Limited (ASX:SPL, OTCQX:SPHRY) (Starpharma) is pleased to attach documentation regarding its Share Purchase Plan (SPP).

Australian and New Zealand registered shareholders who held shares at 7pm (Melbourne time) on the record date of 19 September 2014 are eligible to participate in the SPP.

The SPP opens on 29 September 2014 and will close at 5pm (Melbourne time) on Tuesday 21 October 2014 (unless extended).

#### ABOUT STARPHARMA

Starpharma Holdings Limited (ASX:SPL, OTCQX:SPHRY), located in Melbourne Australia, is an ASX 300 company and is a world leader in the development of dendrimer products for pharmaceutical, life science and other applications. Starpharma's underlying technology is built around dendrimers – a type of synthetic nanoscale polymer that is highly regular in size and structure and well suited to pharmaceutical and medical uses. Starpharma has three core development programs: VivaGel® portfolio, drug delivery, and agrochemicals with the Company developing a number of products internally and others via commercial partnerships.

Starpharma's lead products are based on VivaGel® (SPL7013, astodimer sodium), a proprietary dendrimer which is a potent microbicidal agent. VivaGel® formulated as a water based gel and delivered vaginally is under clinical development for the management and prevention of bacterial vaginosis (BV). Starpharma has also signed separate licence agreements with Ansell Limited (ASX:ANN) and Okamoto Industries, Inc., (TSE: JP3192800005) to market a value-added, VivaGel®-condom. The VivaGel® condom has received Conformity Assessment Certification from the TGA in Australia and marketing approval in Japan. Okamoto is the market leader for condoms sold in Japan, which is the world's second largest condom market. Ansell manufactures and sells leading condom brands worldwide, including Lifestyles®, ZERO® and SKYN®. Ansell intends to market the VivaGel® condom under the LifeStyles® Dual Protect™ brand name.

In the wider pharmaceutical and life science fields, Starpharma has both partnered and internal programs in Drug Delivery. Drug Delivery partners include GSK, Lilly and AstraZeneca. A number of dendrimer-enhanced, or DEP™ versions of existing drugs are under development. The most advanced of these is DEP™ docetaxel, a dendrimer-enhanced version of docetaxel (Taxotere®) which is in clinical development. In preclinical studies DEP™ docetaxel has shown significant tumour-targeting and superior anti-cancer effects across a range of important cancer types including breast, prostate, lung and ovarian tumour, when compared to Taxotere® (docetaxel).

In agrochemicals Starpharma has a series of partnerships with leading industry players including global leader Adama (formerly Makhteshim Agan) as well as internal programs including an enhanced version of glyphosate (the active ingredient in Roundup®).

## FOR FURTHER INFORMATION

### Media:

#### **Buchan Consulting**

Gabriella Hold

Tel: +61 3 9866 4722

[ghold@buchanwe.com.au](mailto:ghold@buchanwe.com.au)

Rebecca Wilson

Mob: +61 417 382 391

[rwilson@buchanwe.com.au](mailto:rwilson@buchanwe.com.au)

### **Starpharma:**

Dr Jackie Fairley, Chief Executive Officer

Nigel Baade, CFO and Company Secretary

+61 3 8532 2704

[investor.relations@starpharma.com](mailto:investor.relations@starpharma.com)

[www.starpharma.com](http://www.starpharma.com)

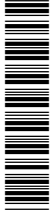
### **Forward Looking Statements**

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 filings 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 authorities' requirements regarding any one or more product candidates nor can there be any assurance that such product candidates will be approved by any 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 trial results, including additional analysis of existing data, and new 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.



ABN 20 078 532 180

┌ 000001 000 SPL  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000



26 September 2014

Dear Shareholder,

### 2014 Share Purchase Plan

Following the successful capital raising of A\$18 million through a placement to existing and new institutional and sophisticated investors (**Placement**), the Board of Directors of Starpharma Holdings Limited (**Starpharma**) is pleased to offer eligible shareholders the opportunity to subscribe for new ordinary shares in Starpharma by way of a share purchase plan (**SPP**).

The offer price under the SPP is A\$0.65 per share, the same issue price as the shares issued under the Placement. This issue price represents an 8.4% discount to the volume weighted average market price of Starpharma shares traded in the ordinary course on ASX during the 5 trading days prior to 22 September 2014, the day on which the SPP was announced.

The Placement was significantly oversubscribed with strong participation from existing institutions including large global funds and local investors. The Company is also pleased to welcome to the register a number of new international and domestic funds.

The funds raised will be used to support the completion of the Phase 3 trials of VivaGel<sup>®</sup> for prevention of recurrent bacterial vaginosis (BV), regulatory and commercialisation activities of VivaGel<sup>®</sup> for Symptomatic Relief of BV, to accelerate the DEP<sup>™</sup> docetaxel chemotherapeutic clinical trials from Phase 1 into Phase 2, and to advance other development programs including the agrochemical program.

It is an exciting period for Starpharma, and specifically the VivaGel<sup>®</sup> condom, with the anticipated Australian launch by Ansell of the Lifestyles<sup>®</sup> Dual Protect<sup>™</sup> condom in the near future. More broadly, in the drug delivery program, promising early data has already been seen in the DEP<sup>™</sup> docetaxel Phase 1 clinical trial in-progress. The additional funds will allow Starpharma to confidently advance programs across all three areas of the business including commercialisation activities for VivaGel<sup>®</sup> for Symptomatic Relief of BV and pivotal Phase 3 clinical trials for VivaGel<sup>®</sup> prevention of recurrence of BV; advancing the drug delivery and agrochemical programs; and strengthen the balance sheet for the various commercialisation discussions already underway.

As set out in our ASX announcement on 22 September 2014, the proceeds from the Placement and SPP will be used as follows:

<b>Activity</b>
1. Completion of Phase 3 trials of VivaGel <sup>®</sup> prevention of recurrence of BV
2. Commercialisation of VivaGel <sup>®</sup> for Symptomatic Relief of BV (Regulatory Submissions, Licence/s)
3. Accelerating DEP <sup>™</sup> docetaxel through completion of Phase 1 and into Phase 2
4. Completion of pre-clinical development for another DEP <sup>™</sup> candidate (eg. DEP <sup>™</sup> oxaliplatin)
5. Commercialisation of Agrochemical products
6. Provide working capital and strengthen balance sheet to support commercial negotiations underway for various products.

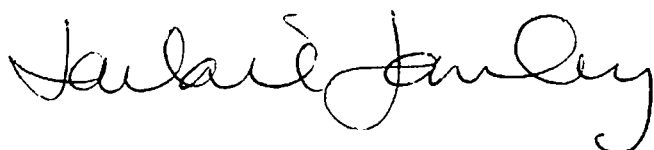
Under the SPP, you can subscribe for up to A\$15,000 worth of new Starpharma ordinary shares without paying any brokerage. The SPP will be capped at A\$5 million and Starpharma will scale back Applications if they exceed A\$5 million in aggregate. If Applications are scaled back, Starpharma reserves the right to undertake the scale back in any manner it considers fit.

Australian and New Zealand registered shareholders who held shares at 7:00pm (Melbourne time) on the record date of 19 September 2014 are eligible to participate in the SPP. The SPP closes at 5:00pm (Melbourne time) on 21 October 2014 (unless extended).

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

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

## 2014 Share Purchase Plan

Starpharma Holdings Limited ACN 078 532 180 (**Starpharma**) is pleased to provide Eligible Shareholders (see section 6 below) with the opportunity to participate in Starpharma's 2014 Share Purchase Plan (**SPP**) by subscribing for up to \$15,000 of new fully paid ordinary shares (**New Shares**) in Starpharma (**Offer**).

The price for each New Share is \$0.65.

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

You may contact Starpharma's shareholder information line, on 1300 722 706 (within Australia) or +61 3 9415 4347 (outside Australia) if you have any queries in relation to the SPP.

---

### 1. Background

On 22 September 2014, Starpharma announced that it had completed a placement of Shares to international and domestic institutional, sophisticated and professional investors to raise \$18 million at \$0.65 per Share (**Placement**).

At the same time as it announced the Placement, Starpharma announced that it would raise up to an additional \$5.0 million through the issue of up to 7.7 million New Shares to Eligible Shareholders under an SPP priced at \$0.65 per New Share, the same issue price as that offered under the Placement.

For current information on Starpharma, shareholders are referred to the 2014 Annual Report and to recent announcements lodged with ASX. These documents can be found on Starpharma's website at [www.starpharma.com](http://www.starpharma.com) or on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: SPL).

---

### 2. Key Dates

Key dates for the SPP are as follows.

Indicative Timetable*	
Record Date	7:00pm (Melbourne time), 19 September 2014
Opening Date	29 September 2014
Closing Date	5:00pm (Melbourne time), 21 October 2014 (unless extended)
Allotment of New Shares	28 October 2014
Trading of New Shares expected to commence on ASX	29 October 2014
Holding statements expected to be dispatched to shareholders	31 October 2014

\* These dates are indicative only and subject to change. 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 SPP will be \$0.65, being the price at which Shares were issued under the Placement.

The issue price represents an 8.4% discount to the volume weighted average market price of Shares traded in the ordinary course on ASX during the 5 trading days prior to the day on which the SPP was announced.

The Offer under the SPP is being made in accordance with the disclosure relief granted by ASIC under CO 09/425. Under CO 09/425, the maximum value of New Shares each Eligible Shareholder may subscribe for is \$15,000.

Under the SPP, you may apply for a parcel of New Shares in the amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500 or \$15,000. Starpharma will deal with Applications that are not made in these amounts in accordance with section 8.2.

In the absence of a scale back (see section 7), the number of New Shares to be issued to you will be calculated by dividing your Application amount by the offer price \$0.65 then rounding up to the nearest whole number of New Shares.

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

Application Amount	New Shares
\$1,000	1,539
\$2,500	3,847
\$5,000	7,693
\$7,500	11,539
\$10,000	15,385
\$12,500	19,231
\$15,000	23,077

Eligible 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 for all Eligible Shareholders to increase their shareholding in a low cost way.

---

#### 4. Use of funds and effect of the Offer

As set out in our ASX announcement on 22 September 2014, the proceeds of up to \$23 million (before costs) from the Placement and SPP will be used as follows:

Activity
1. Completion of Phase 3 trials of VivaGel <sup>®</sup> prevention of recurrence of BV
2. Commercialisation of VivaGel <sup>®</sup> for Symptomatic Relief of BV (Regulatory Submissions, Licence/s)
3. Accelerating DEP <sup>™</sup> docetaxel through completion of Phase 1 and into Phase 2
4. Completion of pre-clinical development for another DEP <sup>™</sup> candidate (eg. DEP <sup>™</sup> oxaliplatin)
5. Commercialisation of Agrochemical products
6. Provide working capital and strengthen balance sheet to support commercial negotiations underway for various products.

The effect of the Offer will be to increase the number of Shares on issue and increase the cash held by Starpharma, the extent of which will depend on Applications received for New Shares. Starpharma has not set a minimum amount to be raised under the SPP and it is not underwritten.

---

#### 5. Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in section 6). The Offer to acquire New Shares under the SPP is not a recommendation. If you are in any doubt about this Offer, including 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 New Shares under the SPP may either be higher or lower than the market price of Starpharma Shares on the date New Shares are allotted and issued to you under the SPP. This means that the market value of the New Shares when they are issued to you may be less than the price you paid for them.

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](http://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 7:00pm (Melbourne time) on 19 September 2014 (**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. To the extent that a person holds Shares on behalf of another person resident outside Australia or New Zealand, it is that person's responsibility to ensure that any acceptance complies with all applicable foreign laws.

The New Shares to be issued under this SPP have not been and will not be registered under the 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.

Accordingly, 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 is, or is 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 is, or is 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 and shortfall

The SPP will be capped at \$5.0 million and Starpharma will scale back Applications if they exceed \$5.0 million in aggregate. If Applications are scaled back, Starpharma reserves the right to undertake the scale back in any manner it considers fit.

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 Application Monies will be refunded by Starpharma, without interest, no later than 10 Business Days after the New Shares are issued.

The Board reserves the right to place any shortfall under the SPP at its discretion.

---

## 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 2014 Share Purchase Plan  
Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Victoria 3001  
AUSTRALIA

together with a cheque, bank draft or money order made payable to "*Starpharma Holdings Ltd – 2014 SPP*" for the appropriate Application Monies by no later than **5.00pm (Melbourne time) on the Closing Date**; or

- (2) making a BPAY<sup>®</sup> 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<sup>®</sup>, you do not need to return your Application Form. Payment must be received by no later than **5.00pm (Melbourne time) 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<sup>®</sup> are received by **5.00 pm (Melbourne time) 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 Monies to the Eligible Shareholder, without interest, no later than 10 Business Days after the New Shares are issued.

## 8.2 Application amounts

Applications may only be made for parcels of New Shares in the amounts listed in section 3 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<sup>®</sup> is:

- (1) less than \$1,000, Starpharma will not allot any New Shares to you and will refund your Application Monies;
- (2) greater than \$15,000, subject to scale back, Starpharma will allot the maximum number of New Shares to you and will refund your excess Application Monies; or
- (3) for an amount between \$1,000 and \$15,000 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<sup>®</sup> payment, and will refund your excess Application Monies.

## 8.3 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 SPP.

## 8.4 One offer per shareholder

Subject to section 8.6, 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.

If you are recorded with one or more persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding. If the same joint holders receive more than one Offer due to multiple holdings, the joint holders may only apply under one Offer.

## 8.5 Certification by Eligible Shareholders

By applying for New Shares under the Offer, each Eligible Shareholder certifies that the aggregate of the application price paid by it for:

- (1) New Shares the subject of this Offer; and
- (2) any other Shares applied for, or which the Eligible Shareholder has instructed a custodian, trustee or nominee to acquire on their behalf, under the SPP or any similar arrangement offered by Starpharma in the 12 months prior to the date of its Application,

does not exceed \$15,000.

The \$15,000 limit applies irrespective of the number of Shares the Eligible Shareholder holds on the Record Date. Starpharma reserves the right to reject any Application for New Shares under this SPP to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

## 8.6 Applications by custodians, trustees and nominees

A custodian, trustee or nominee within the definition of “custodian” in CO 09/425 (**Custodian**) who holds Shares on account of one or more Eligible Shareholders (**Beneficiaries**) may apply for New Shares up to a maximum of \$15,000 worth of New Shares for each Beneficiary, provided that it certifies to Starpharma in writing the matters set out in condition 9 of CO 09/425. This certification has been incorporated in the Custodian Application Form prepared by our Share Registry.

Custodians should have received a Custodian Application Form via email from the Share Registry. Please contact Starpharma’s shareholder information line on 1300 722 706 (within Australia) or +61 3 9415 4347 (outside Australia) if you are a Custodian and have not received a Custodian Application Form.

Custodians who wish to apply for New Shares on behalf of one or more Beneficiaries must, by no later than **5.00pm (Melbourne time) on the Closing Date**, complete a Custodian Application Form and submit it via email to [custodians@computershare.com.au](mailto:custodians@computershare.com.au) (in MS excel format) **and then return their original signed Custodian Application Form to:**

Starpharma 2014 Share Purchase Plan  
Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Victoria 3001  
AUSTRALIA

Payment by Custodians must be received by no later than **5.00pm (Melbourne time) on the Closing Date** by the Custodian either:

- (1) returning a cheque, bank draft or money order made payable to “*Starpharma Holdings Ltd – 2014 SPP*” with the Custodian Application Form; or
- (2) making a BPAY<sup>®</sup> payment using the specific Biller Code and unique Customer Reference Number (**CRN**) shown on the Application Form enclosed with this Offer Document (and in the manner described in section 8.1(2)).

If a person holds Shares as a trustee or nominee for another person, but is not a Custodian for the purposes of CO 09/425, you cannot participate for a Beneficiary in the manner described above. In this case, the rules for multiple single holdings set out in section 8.4 apply.

By applying for Shares on behalf of a Beneficiary, the Custodian warrants to Starpharma that it has the authority of the Beneficiary to do so. For the purposes of section 6(2), the relevant address for determining an Eligible Shareholder is the address of the Custodian.

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

---

## 9. Effect of Application

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

- (1) agree to be bound by the terms and conditions set out in 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 certification referred to in section 8.5 and, where applicable, the warranty in section 8.6.

---

## **10. Rights attaching to New Shares**

New Shares issued under the SPP 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.

The New Shares are expected to be allotted under the SPP on 28 October 2014. Starpharma expects that the New Shares will be listed for quotation on ASX on 29 October 2014 and holding statements or issue notices in respect of the New Shares allotted under the SPP will be dispatched on 31 October 2014.

You should confirm your holding before trading in any New Shares you believe have been issued to you under the SPP. Any shareholder that sells New Shares before receiving confirmation of their holding in the form of their holding statement will do so at their own risk. Starpharma and the Share Registry disclaim all liability whether in negligence or otherwise (and to the maximum extent permitted by law) to persons who trade their New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by Starpharma or the Share Registry.

---

## **11. 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 SPP 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.

---

## **12. Offer document**

In the absence of an exemption in the Corporations Act, ASIC class order or other ASIC relief, a person may not offer shares without lodging a disclosure document with ASIC.

ASIC has granted relief from the disclosure requirements in the Corporations Act under CO 09/425 for shares offered under a share purchase plan. This Offer meets the requirements of CO 09/425.

---

## **13. General**

Starpharma may settle in any matter it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP or the Offer and the decision of Starpharma will be conclusive and binding on all participants and other persons to whom the determination relates.

---

## 14. Definitions

Terms and abbreviations used in this Offer Document have the following meaning:

---


<b>\$</b>	Australian dollars
<b>Application</b>	A valid application made in accordance with section 8.1
<b>Application Form</b>	The application form attached to this Offer Document
<b>Application Monies</b>	Monies paid by Eligible Shareholders in respect of New Shares applied for under the SPP
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited ABN 98 008 624 691
<b>Board</b>	The board of directors of Starpharma
<b>Business day</b>	Has the meaning given to that term in the Listing Rules
<b>Closing Date</b>	5:00pm (Melbourne time), 21 October 2014 (unless extended)
<b>CO 09/425</b>	ASIC Class Order [CO 09/425] <i>Share and interest purchase plans</i>
<b>Constitution</b>	The constitution of Starpharma as amended from time to time
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Corporations Regulations</b>	<i>Corporations Regulations 2001</i> (Cth)
<b>Director</b>	A director of Starpharma
<b>Eligible Shareholder</b>	A person who meets the requirements of section 6
<b>Listing Rules</b>	The ASX Listing Rules
<b>New Share</b>	A Share to be issued pursuant to the Offer
<b>Offer</b>	The offer of New Shares under this Offer Document
<b>Securities Act</b>	<i>Securities Act of 1933</i> of the USA
<b>Share</b>	A fully paid ordinary share in Starpharma
<b>Share Registry</b>	Computershare Investor Services Pty Limited
<b>US Person</b>	Has the meaning given to that term in Regulation S of the Securities Act
<b>United States</b>	Has the meaning given to that term in Regulation S of the Securities Act

---

**For all enquiries:****Phone:**


(within Australia) 1300 722 706

(outside Australia) +61 3 9415 4347

  
⑆ 000001 000 SPL  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000**Make your payment:**

See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Melbourne time) on Tuesday, 21 October 2014**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Starpharma Holdings Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Starpharma Holdings Limited shares on the terms of the SPP.

In addition, by making payment you certify that the aggregate of the payment paid by you for:

- the New Shares the subject of the payment slip overleaf; and
  - any other New Shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the slip below;
- does not exceed \$15,000.

### Step 1: Registration Name

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESSE sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Eligible Shareholders may apply for up to a maximum of \$15,000 worth of New Shares in increments as set out on the reverse of this form. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

## Starpharma Holdings Limited

Payment must be received by  
5:00pm (Melbourne time) on  
Tuesday, 21 October 2014

Starpharma Holdings Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with 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 Shareholders 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 or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Starpharma Holdings Limited does not notify you of that event.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. You do not need to return the payment slip if you make a payment with BPAY.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Starpharma Holdings Ltd - 2014 SPP**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

**Turn over for details of the Offer** →


© Registered to BPAY Pty Limited ABN 69 079 137 518

# Share Purchase Plan Application Form

X 9999999991

IND

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000


Entitlement No: 12345678

Offer Details: Record date: **7:00pm (Melbourne time) on 19 September 2014**


Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

## STEP 2 Make Your Payment

	Billers Code: 999999
	Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

 Make your cheque, bank draft or money order payable to  
"Starpharma Holdings Ltd - 2014 SPP" and cross "Not Negotiable".  
Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Melbourne time) on Tuesday, 21 October 2014. 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. Neither Computershare Investor Services Pty Limited (CIS) nor Starpharma Holdings Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. 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 payment slip below must be received by CIS by no later than 5:00pm (Melbourne time) on Tuesday, 21 October 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor the Company accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for Starpharma Holdings Limited (Starpharma), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, Starpharma may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Starpharma or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

### Interpretation

Capitalised terms used in this Application Form have the same meaning given to those terms in the SPP Offer Document which this Application Form accompanies, unless the context requires otherwise.

Detach here

## Purchase Details for Starpharma Holdings Limited (choose one option)

<input type="checkbox"/> \$1,000 worth of New Shares	OR	<input type="checkbox"/> \$2,500 worth of New Shares	OR	<input type="checkbox"/> \$5,000 worth of New Shares
<input type="checkbox"/> \$7,500 worth of New Shares	OR	<input type="checkbox"/> \$10,000 worth of New Shares	OR	<input type="checkbox"/> \$12,500 worth of New Shares
<input type="checkbox"/> \$15,000 worth of New Shares				



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (Melbourne time) on Tuesday, 21 October 2014

## Contact Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+000000001-3051+14