

No. of Pages Lodged: 6

2 January 2018

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**FREELANCER LIMITED (ASX:FLN) : NOTICES UNDER ASX LISTING RULE 3.19A**

Please find enclosed Appendix 3Y notices for Robert Matthew Barrie and Darren Williams, as required under Listing Rule 3.19A regarding the buy-back and cancellation of 900,000 fully paid ordinary shares (**ESP Shares**) in accordance with the Company's Employee Share Plan (**ESP**).

There was no cash outlay by the Company for the buy-back of the ESP shares as loans were made by the Company to the Directors to fund the original purchase of ESP shares and those loans were extinguished in full by the return and cancellation of the shares.

Yours faithfully  
**Freelancer Limited**



Neil Katz  
Company Secretary

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Freelancer Limited
<b>ABN</b>	66 141 959 042

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Robert Matthew Barrie
<b>Date of last notice</b>	13 November 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Infilsec Pty Ltd (Infilsec) is the registered holder. The Director is the sole director and shareholder of Infilsec. Taipan Investment Management Pty Ltd (Taipan) is the registered holder. The Director is the sole director and shareholder of Taipan. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the Company's Employee Share Plan (ESP).
<b>Date of change</b>	22 December 2017
<b>No. of securities held prior to change</b>  Direct holding.  Holding in Infilsec Pty Ltd.  Holding in Taipan Investment Management Pty Ltd.  Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	  191,835,150 fully paid ordinary shares  1,197,727 fully paid ordinary shares  148,309 fully paid ordinary shares  9,089,060 fully paid ordinary shares

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.00
<b>No. of securities held after change</b>  Direct holding.  Holding in Infilsec Pty Ltd.  Holding in Taipan Investment Management Pty Ltd.  Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of trading restrictions over shares issued under the ESP.	191,435,150 fully paid ordinary shares  1,197,727 fully paid ordinary shares  148,309 fully paid ordinary shares  7,516,467 fully paid ordinary shares
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Buy-back and cancellation of 400,000 fully paid ordinary shares (ESP Shares) in accordance with the Company's Employee Share Plan (ESP) being the prices at which the ESP shares were issued, and satisfied by the extinguishment of corresponding loans from the Company provided to fund the original purchase of the ESP shares.

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+ See chapter 19 for defined terms.

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

## Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Freelancer Limited
<b>ABN</b>	66 141 959 042

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Darren Williams
<b>Date of last notice</b>	16 October 2015

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	22 December 2017
<b>No. of securities held prior to change</b>	11,127,165 fully paid ordinary shares
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.00 per share
<b>No. of securities held after change</b>	10,627,165 fully paid ordinary shares
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Buy-back and cancellation of 500,000 fully paid ordinary shares (ESP Shares) in accordance with the Company's Employee Share Plan (ESP) being the prices at which the ESP shares were issued, and satisfied by the extinguishment of corresponding loans from the Company provided to fund the original purchase of the ESP shares.

+ See chapter 19 for defined terms.

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#### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

#### Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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