

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

Name of entity	EMPIRED LIMITED
ABN	81 090 503 843

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.

Name of Director	RUSSELL BASKERVILLE
Date of last notice	14 July 2016

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.

Direct or indirect interest	Both direct and indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Baskerville Investments Pty Ltd <ATF The Baskerville Family Trust> Mr Baskerville is a 100% Shareholder and Director of Baskerville Investments Pty Ltd and a beneficiary of The Baskerville Family Trust.
Date of change	9 December 2016
No. of securities held prior to change	8,650,000 Ordinary Shares and 794,915 Performance Rights
Class	As above
Number acquired	1,193,182 Performance Rights
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Grant of Performance Rights approved by shareholders at the Annual General Meeting and pursuant to the Empired Long Term Incentive Plan (LTI Plan).
No. of securities held after change	8,650,000 Ordinary Shares and 1,988,097 Performance Rights (see table below)

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	As above.
--	-----------

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	Executive Service Agreement between Mr Baskerville and Empired Limited.
Nature of interest	Performance Rights held pursuant to the Empired Long Term Incentive Plan (LTI Plan).
Name of registered holder (if issued securities)	Baskerville Investments Pty Ltd ATF The Baskerville Family Trust.
Date of change	9 December 2016
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	nil
Interest disposed	nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest after change	Schedule of Performance Rights			
	Grant Year/Tranche	Number of Performance Rights	Performance Hurdle	Vesting date
	FY15/3	350,000	FY17 EPS	1/7/18
	FY16/1	118,644	FY17 EPS	1/7/17
	FY16/2	118,644	Relative TSR	1/7/17
	FY16/3	59,322	Sustainability	1/7/17
	FY16/4	59,322	FY18 EPS	1/7/18
	FY16/5	59,322	Relative TSR	1/7/18
	FY16/5	29,661	Sustainability	1/7/18
	FY17/1	238,636	FY18 EPS	30/8/19
	FY17/2	238,636	FY19 EPS	30/8/19
	FY17/3	477,274	Relative TSR	30/8/19
	FY17/4	238,636	Sustainability	30/8/19
	<p>Performance Rights are unlisted. Upon vesting the corresponding number of shares will be provided. Performance Hurdles include a Target and a Stretch hurdle component, except for Sustainability which is at Board discretion. Should the Performance Hurdle be achieved and the relevant tranche vest then the required Performance Hurdle will be disclosed in the subsequent Remuneration Report. The terms of the LTI Plan provide that under certain termination circumstances Performance rights will be retained on a full or pro-rata basis. In the event of a change in control of the company all Performance Rights will vest.</p>			

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +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

+ See chapter 19 for defined terms.