



Empired Limited

ACN 090 503 843

Notice of General Meeting and Explanatory Statement

**General Meeting to be held at
Level 7, 1 William Street, Perth WA
on 18 May 2017
commencing at 11.00am WST**

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Notice of General Meeting

Notice is given that a General Meeting of Empired Limited ACN 090 503 843 (Empired or Company) will be held at Level 7, 1 William Street, Perth WA on 18 May 2017 at 11.00am WST.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

Resolution 1 – Ratification of Tranche 1 Placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 30,450,000 Shares to institutional and sophisticated investors at an issue price of A\$0.44 per Share to raise A\$13,398,000 (**Tranche 1 Placement**), in the manner and on the terms and conditions set out in the Explanatory Statement.*

Resolution 2 – Approval of Tranche 2 Placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

*That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 5,913,636 Shares to institutional and sophisticated investors at an issue price of A\$0.44 per Share to raise A\$2,601,999 (**Tranche 2 Placement**), in the manner and on the terms and conditions set out in the Explanatory Statement.*

Resolution 3 – Approval for Mr Richard Bevan to participate in the Tranche 2 Placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That, subject to Resolution 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 56,800 Shares to Mr Richard Bevan, a Director, or his nominee, at an issue price of A\$0.44 per Share, to raise up to A\$24,992 under the Tranche 2 Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.

Resolution 4 – Approval for Mr Thomas Stianos to participate in the Tranche 2 Placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

That, subject to Resolution 2 being passed, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 63,200 Shares to Mr Thomas Stianos, a Director, or his nominee, at an issue price of A\$0.44 per Share, to raise up to A\$27,808 under the Tranche 2 Placement, in the manner and on the terms and conditions set out in the Explanatory Statement.

Voting Exclusions

For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Parties
Resolution 1	A person who participated in the issue and any Associate of that person.
Resolution 2	A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if Resolution 2 is passed, and any of their Associates.
Resolution 3	Mr Richard Bevan and his nominee, and any of their Associates.
Resolution 4	Mr Thomas Stianos and his nominee, and any of their Associates.

However, the Company need not disregard a vote on the above Resolutions if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the Meeting may vote as proxy in accordance with an express authorisation on the Proxy Form.

By order of the Board of Directors

David Hinton
Company Secretary
6 April 2017

Proxy appointment and voting instructions

Voting eligibility – snapshot date

The Directors have determined that the persons eligible to attend and vote at the Annual General Meeting are those persons who are registered Shareholders at 11.00am (WST) on 16 May 2017. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged no later than 11.00am (WST) on 16 May 2017. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by the following methods:

Online:	www.investorvote.com.au	By fax:	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mail:	Share Registry Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia	By mobile:	Scan the QR Code on your proxy form and follow the prompts

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be appointed as your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's Share Registry on 1300 729 589 (within Australia) or +61 3 9415 4607 (outside Australia) or you may photocopy the Proxy Form.

To appoint a second proxy, you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Directing your proxy to vote on Resolutions

You may direct your proxy how to vote by marking For, Against or Abstain for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses (except where a voting exclusion applies). If you mark more than one box on a Resolution your vote on will be invalid on that Resolution.

Voting restrictions that may affect your proxy appointment

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as your proxy, you are encouraged to direct them how to vote on all the Resolutions.

How the Chairman will vote undirected proxies

At the date of this Notice, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions even though the Chairman is connected directly or indirectly with the Resolution.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Computershare Investor Services Pty Ltd, before the Meeting or at the registration desk on the day of the Meeting.

Questions from Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions on the Resolutions.

In addition to asking questions at the Meeting, written questions to the Board, may be submitted by no later than 11.00am (WST) on 12 May 2017 by the following methods:

By hand: Level 7, 1 William Street, Perth WA

By mail: PO BOX Z5439, St Georges Terrace, WA, 6831

By fax: +61 8 6333 2323

By email: david.hinton@empired.com

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1.1 Background

On 24 March 2017, the Company announced that it had undertaken a placement of 36,363,636 Shares to institutional and sophisticated investors at a price of A\$0.44 per Share to raise a total of A\$16 million (**Capital Raising**).

The Capital Raising comprises:

- (a) **Tranche 1 Placement:** 30,450,000 Shares have been issued at a price of A\$0.44 per Share (**Tranche 1 Shares**) to raise A\$13,398,000 million.
- (b) **Tranche 2 Placement:** Subject to Shareholder approval, the Company will issue a further 5,913,636 Shares at an issue price of A\$0.44 (**Tranche 2 Shares**) to raise A\$2,601,999.

The Company has entered into a lead manager agreement (**Lead Manager Agreement**) with Euroz Securities Limited (**Euroz**) pursuant to which Euroz acts as Lead Manager to the Capital Raising. Pursuant to the Lead Manager Agreement, Euroz has placed the Tranche 1 Shares and will place the Tranche 2 Shares, to sophisticated and professional investors.

Pursuant to the Lead Manager Agreement, Euroz is entitled to a fee equal to 5.0% of the gross proceeds of the Capital Raising.

The funds raised by the Capital Raising will be used to reduce net debt and balance sheet risk, provide certainty of funding for the deferred vendor payments in the amount of A\$7.7 million, and provide working capital.

1.2 Purpose of General Meeting

The purpose of the General Meeting is to enable Shareholders to:

- (a) ratify the issue of the Tranche 1 Shares, that have already been issued (Resolution 1);
- (b) approve the issue of the Tranche 2 Shares (Resolution 2); and
- (c) approve the participation of Mr Thomas Stianos and Mr Richard Bevan in the Tranche 2 Placement (Resolutions 3 and 4).

1.3 Effect of the Capital Raising on Empired's capital structure

The table below illustrates the effect of the Capital Raising on the Company's share capital structure assuming maximum subscription pursuant to the Tranche 1 Placement and Tranche 2 Placement:

Class of Security	Securities currently on issue	Securities issued under the Tranche 1 Placement	Securities issued under the Tranche 2 Placement	Securities on issue upon completion of Capital Raising
Shares	122,242,982	30,450,000	5,913,636	158,606,618
Performance Rights	5,023,659	Nil	Nil	5,023,659

The Offering, if fully subscribed, will result in the issue of 36,363,636 Shares. As the Company currently has 122,242,982 Shares on issue, assuming the Company does not issue any other Shares and no Performance Rights vest, this would represent a 29.75% increase to the Company's issued Share capital. Consequently, the Company's existing Shareholders who do not participate in the Capital Raising will have their percentage interest in the Company diluted.

2. Resolution 1 – Ratification of Tranche 1 Placement

2.1 Effect of Resolution 1

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Having obtained shareholder approval at the Company's Annual General Meeting on 29 November 2016, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

Issues of securities made under Listing Rule 7.1A can also be ratified under Listing Rule 7.4, which ratification replenishes the company's additional 10% limit, enabling the company to issue further equity securities up to that limit.

Of the 30,450,000 Shares issued by the Company under the Tranche 1 Placement, 18,256,586 Shares were issued under the Company's existing capacity under Listing Rule 7.1, and the balance of 12,193,414 were issued under the Company's existing capacity under Listing Rule 7.1A.

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of the issue of the Tranche 1 Shares so as to restore the Company's capacity under Listing Rules 7.1 and 7.1A to issue further securities representing up to an aggregate of 25% of the Company's issued capital in the next 12 months.

2.2 Listing Rules information requirements

For the purposes of Listing Rule 7.5, the Company provides the following information to Shareholders:

- (a) The number of securities issued was 30,450,000 Shares.
- (b) The issue price of the Shares was A\$0.44 per Share.
- (c) All Shares issued rank equally with all other Shares on issue.
- (d) The Shares were issued to clients of the Lead Manager, each of whom was an institutional, sophisticated or professional investor, none of whom were a Related Party of the Company.

- (e) The issue of Shares pursuant to the Tranche 1 Placement raised the amount of A\$13,398,000 before costs and expenses of the Tranche 1 Placement. The net funds raised will be used to reduce net debt and balance sheet risk, provide certainty of funding for the deferred vendor payments in the amount of A\$7.7 million, A\$1 million of which will become due and payable in May 2017, and A\$6.7 million of which will become due and payable in July 2017, and provide working capital.
- (f) A summary of the key terms of the Lead Manager Agreement is set out in Section 1.1.
- (g) An appropriate voting exclusion statement is included in the Notice.

2.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 in order to provide the Company with the flexibility to raise additional funds in the future as and when required.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3. Resolution 2 – Approval of Tranche 2 Placement

3.1 Effect of Resolution 2

Listing Rule 7.1 provides that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting unless another exception to Listing Rule 7.1 applies.

Resolution 2 requires Shareholder approval pursuant to Listing Rule 7.1.

The effect of Resolution 2, if passed, will be that the Tranche 2 Shares granted will be exempt from the 15% limit under Listing Rule 7.1. This will allow the Company to grant the Tranche 2 Shares and provide flexibility during the next 12 month period to issue further equity Securities in order to raise further capital, if required.

3.2 Listing Rules information requirements

For the purposes of the information requirements of Listing Rule 7.3, the Company provides the following information to Shareholders:

- (a) The maximum number of securities to be issued is 5,913,636 Shares.
- (b) The Shares will be issued on one date, that is no later than 3 months after the date of the General Meeting, or within such other time as may be permitted by the Listing Rules or any waiver(s) of the Listing Rules granted by ASX.
- (c) The Shares will be issued to institutional, sophisticated and professional investors as determined and arranged by the Lead Manager, in conjunction with the Company.
- (d) The Lead Manager in consultation with the Directors will determine to whom the Shares will be issued, but none of these persons will be a Related Party of the Company, except as may be approved by Shareholders pursuant to Resolution 3 and 4.
- (e) All Shares issued will be fully paid ordinary Shares, ranking equally with the Company's existing Shares. The Company will apply for quotation of all Shares on ASX.
- (f) The issue of Shares pursuant to the Tranche 2 Placement raised the amount of A\$2,601,999 before costs and expenses of the Tranche 2 Placement. The net funds raised will be used to reduce net debt and balance sheet risk, provide certainty of funding for the deferred vendor payments in the amount of A\$7.7 million, A\$1 million of which will become due and payable in May 2017, and A\$6.7 million of which will become due and payable in July 2017 and provide working capital.
- (g) An appropriate voting exclusion statement is included in the Notice.

3.3 Directors' recommendation

Directors unanimously recommend that Shareholders vote in favour of Resolution 2 to enable the Company to conduct the Tranche 2 Placement, pursuant to which it will raise funds that will be used as set out in Section 3.2(f) above.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

4. Resolution 3 and 4 – Approval for Mr Richard Bevan and Mr Thomas Stianos to participate in the Tranche 2 Placement

4.1 Effect of Resolutions 3 and 4

The effect of passing Resolutions 3 and 4 will be to enable Mr Richard Bevan, the non-executive Chairman of the Company, and Mr Thomas Stianos, a non-executive Director, to participate in the Tranche 2 Placement.

Mr Richard Bevan wishes to subscribe for 56,800 Shares under the Tranche 2 Placement, and Mr Thomas Stianos wishes to subscribe for 63,200 Shares under the Tranche 2 Placement.

The Shares will be issued to each of Mr Bevan and Mr Stianos on the same terms as all other Shares issued under the Tranche 2 Placement, including the issue price of A\$0.44 per Share.

If Resolutions 3 and 4 are passed, then the issue of the relevant Shares to Mr Bevan and Mr Stianos will have been approved for the purpose of Listing Rule 10.11, with the effect that shareholder approval will not be required for the issue of those Shares for the purpose of Listing Rule 7.1.

4.2 Corporations Act exemption

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that shareholder approval is not required to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than arm's length terms.

As the Shares proposed to be issued to Mr Bevan and Mr Stianos (or their nominees) are proposed to be issued on the same terms and at the same price as all other Shares issued to non-related parties under the Tranche 2 Placement and are being issued for the purpose of raising capital, the Directors (other than Mr Bevan and Mr Stianos) consider that the proposed issues are reasonable in the circumstances as the Company and each of Mr Bevan and Mr Stianos were dealing at arm's length. Accordingly, the Directors (other than Mr Bevan and Mr Stianos) have resolved that Shareholder approval is not required for the purposes of section 208 of the Corporations Act as the exemption under section 210 of the Corporations Act applies.

4.3 Listing Rule information requirements

In accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 3:

- (a) The related party is Mr Richard Bevan or his nominee.
- (b) The maximum number of securities that may be issued pursuant to Resolution 3 is 56,800 Shares to Mr Richard Bevan or his nominee.
- (c) The Shares proposed to be issued pursuant to Resolution 3 will be issued at the same time as all other Shares are issued under the Tranche 2 Placement, being on one date, within one month of the date of the Meeting, or within such other time as may be permitted by the Listing Rules or any waiver(s) of the Listing Rules granted by ASX.
- (d) The Shares will be issued for consideration of A\$0.44 per Share.
- (e) The Shares the subject of Resolution 3 are fully paid ordinary Shares and will rank equally with existing Shares. The Company will apply for quotation of all Shares on ASX.
- (f) A maximum of A\$24,992 will be raised from the issue of up to 56,800 Shares to Mr Bevan or his nominee pursuant to Resolution 3, which will be used in the same manner as other funds raised under the Tranche 2 Placement as outlined in Section 3.2(f).
- (g) An appropriate voting exclusion statement is included in the Notice.

In accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) The related party is Mr Thomas Stianos or his nominee.
- (b) The maximum number of securities that may be issued pursuant to Resolution 4 is 63,200 Shares to Mr Thomas Stianos or his nominee.
- (c) The Shares proposed to be issued pursuant to Resolution 4 will be issued at the same time as all other Shares are issued under the Tranche 2 Placement, being on one date, within one month of the date of the Meeting, or within such other time as may be permitted by the Listing Rules or any waiver(s) of the Listing Rules granted by ASX.
- (d) The Shares will be issued for consideration of A\$0.44 per Share.
- (e) The Shares the subject of Resolution 4 are fully paid ordinary Shares and will rank equally with existing Shares. The Company will apply for quotation of all Shares on ASX.
- (h) A maximum of A\$27,808 will be raised from the issue of up to 63,200 Shares to Mr Stianos or his nominee pursuant to Resolution 4, which will be used in the same manner as other funds raised under the Tranche 2 Placement as outlined in Section 3.2(f).
- (i) An appropriate voting exclusion statement is included in the Notice.

1.2 Directors' recommendation

The Directors (other than Mr Richard Bevan who has a material personal interest in Resolution 3) recommends that Shareholders vote in favour of Resolution 3.

The Directors (other than Mr Thomas Stianos, who has a material personal interest in Resolution 4) recommends that Shareholders vote in favour of Resolution 4.

The Chairman intends to exercise all available proxies in favour of Resolutions 3 and 4.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$ or A\$	Australian dollars.
Associate	Has the meaning given to it by Division 2 of the Corporations Act.
ASX	ASX Limited, trading as the Australian Securities Exchange.
Board	Board of Directors of the Company.
Business Day	A day (other than a Saturday or a Sunday) on which trading banks in Perth are open for ordinary business.
Capital Raising	The Tranche 1 Placement and the Tranche 2 Placement, to raise up to A\$16 million.
Chairman	The Chairman of the Board.
Company or Empired	Empired Limited ACN 090 503 843.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A Director of the Company.
General Meeting or Meeting	General Meeting of Shareholders of the Company or any or Meeting adjournment thereof, convened by the Notice.
Investors	The institutional and sophisticated investors that have participated in the Tranche 1 Placement and/or will participate in the Tranche 2 Placement, as arranged by the Lead Manager.
Lead Manager or Euroz	Euroz Securities Ltd ACN 089 314 983 trading as Euroz Securities.
Listing Rules	The ASX Listing Rules published by ASX.
Notice or Notice of General Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Performance Rights	A Performance Right issued by the Company.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Related Party	Has the meaning given to it in the Listing Rules.
Securities	A Share or an Option.
Share	Fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.

Tranche 1 Placement	The placement of 30,450,000 Tranche 1 Shares at an issue price of A\$0.44 as set out in the Explanatory Statement.
Tranche 1 Shares	The Shares to be issued under the Tranche 1 Placement.
Tranche 2 Placement	The placement of 5,913,636 Tranche 2 Shares at an issue price of A\$0.44 as set out in the Explanatory Statement.
Tranche 2 Shares	The Shares to be issued under the Tranche 2 Placement.
WST	Western Standard Time, being the time in Perth, Western Australia.



Empired Ltd ABN 81 090 503 843

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 729 589
(outside Australia) +61 3 9415 4607

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:00am (WST) Tuesday, 16 May 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Empired Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Empired Limited to be held at Level 7, 1 William Street, Perth, Western Australia on Thursday, 18 May 2017 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Mr Richard Bevan to participate in the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Mr Thomas Stianos to participate in the Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /
