

18 April 2018

## ASX Announcement

### **Empired Limited to undertake On-market Share Buy Back**

The Directors of Empired Limited today announced its intention to undertake an on-market share buy-back of up to a maximum of 15,269,298 shares (being 10% of the smallest number at any time during the last 12 months of fully paid ordinary shares on issue) over the 12 month period commencing 3 May 2018.

The Company considers an on-market share buy-back to be an effective method of returning capital to shareholders where Empired's shares are trading at a significant discount to the intrinsic value of the Company. The company expects the buyback to be Earnings per Share positive based on existing circumstances.

The Appendix 3C in relation to the on-market share buy-back is attached to this announcement. Euroz Securities Limited will act as broker in relation to the buy-back.

For more information, please contact:

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## About Empired Limited

Empired Limited is an IT Services provider with a broad range of capabilities targeted at delivering enterprise IT solutions that improve efficiency, productivity and competitive advantage for our clients.

Our clients are medium to large corporate and government organisations within key industries including Energy and Natural Resources, State and Federal Government, Finance and insurance, Utilities and Transport.

We offer a broad range of services from managed services to digital transformation. Together they provide a breadth of service and expertise not seen in other consultancies of similar pedigree allowing Empired to deliver 'end to-end' business solutions that assist our customers in driving their key business outcomes.

With a team of over 1,000 people located throughout Australia, New Zealand and North America, Empired has built a reputation for service excellence. This combined with our strategy that is underpinned by initiative, innovation and growth ensures that in a dynamic and rapidly growing technology market place Empired is strongly positioned to capture market share and continue to build on its success.

## Important notice re forward looking statements

Certain statements made in this communication, may contain or comprise certain forward-looking statements. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Accordingly, results could differ materially from those set out in the forward-looking statements as a result of, among other factors, changes in economic and market conditions, success of business and operating initiatives, changes in the regulatory environment and other government actions, and business and operational risk management. The Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events.

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

Empired Limited

81 090 503 843

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On-market
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	160,077,919
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Capital management
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	Nil

### On-market buy-back

9	Name of broker who will act on the company's behalf	Euroz Securities Limited
10	Deleted 30/9/2001.	

<sup>+</sup> See chapter 19 for defined terms.

11	If the company/trust intends to buy back a maximum number of shares - that number  Note: This requires a figure to be included, not a percentage.	upto 15,269,298
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	From 3 May 2018 to 2 May 2019
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	n/a

### Employee share scheme buy-back

14	Number of shares proposed to be bought back	n/a
15	Price to be offered for shares	n/a

### Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	n/a
17	Number of shares proposed to be bought back	n/a
18	Price to be offered for shares	n/a

### Equal access scheme

19	Percentage of shares proposed to be bought back	n/a
20	Total number of shares proposed to be bought back if all offers are accepted	n/a
21	Price to be offered for shares	n/a
22	+Record date for participation in offer  Cross reference: Appendix 7A, clause 9.	n/a

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:

Company Secretary

Date: 18 April 2018

Print name:

David Hinton