

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	12 September 2018

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	11 December 2018
No. of securities held prior to change	9,088,983 Ordinary Shares and 1,806,546 Performance Rights
Class	As above
Number acquired	Issuance of 880,000 Performance Rights as approved by Shareholders at the AGM on 28 November 2018.
Number disposed	n/a
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	n/a

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

No. of securities held after change	9,088,983 Ordinary Shares and 2,686,546 Performance Rights (see table below)
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>	

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

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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
	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
	FY18/1*	170,400	FY19 EPS	30/08/20
	FY18/2*	170,400	FY20 EPS	30/08/20
	FY18/3*	340,800	Relative TSR	30/08/20
	FY18/4*	170,400	Sustainability	30/08/20
	FY19/1 [#]	352,000	FY21 EPS	1/9/2021
	FY19/2 [#]	176,000	FY21 Return on Equity	1/9/2021
	FY19/3 [#]	352,000	Absolute TSR	1/9/2021
<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 vests 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 on the basis of 1 Share for each Performance Right held.</p> <p>*Additionally, in respect to the FY18 Performance Rights Performance Hurdles include a Threshold, Target and Stretch hurdle component (except for Sustainability) whereby depending upon performance achieved the number of Shares provided can range between 0% to 150% of the Performance Rights held for the relevant Tranche. Further details can be found in the 2017 AGM Notice of Meeting and Explanatory Memorandum lodged on ASX 9 October 2017. In the event of a change in control of the company the Board has the discretion to provide up to 1.5 Shares for each Performance Right held.</p> <p># Further, in respect to the FY19 Performance Rights Performance Hurdles include a Threshold, Target and Stretch hurdle component whereby depending upon performance achieved the number of Shares provided can range between 0% to 150% of the Performance Rights held for the relevant Tranche. Further details can be found in the 2018 AGM Notice of Meeting and Explanatory Memorandum lodged on ASX 22 October 2018. In the event of a change in control of the company the Board has the discretion to provide up to 1.5 Shares for each Performance Right held.</p>				

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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.