

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	2 September 2019

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	6 December 2019
No. of securities held prior to change	9,088,983 Ordinary Shares and 1,561,600 Performance Rights
Class	As above
Number acquired	1,000,000
Number disposed	n/a
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	n/a
No. of securities held after change	9,088,983 Ordinary Shares and 2,561,600 Performance Rights (see table below)

+ See chapter 19 for defined terms.

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of 1,000,000 Performance Rights as approved by shareholders in general meeting on 28 November 2019.
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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 Note: Details are only required for a contract in relation to which the interest has changed	n/a
Interest acquired	n/a
Interest disposed	n/a
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	n/a

+ See chapter 19 for defined terms.

Schedule of Performance Rights held	Grant Year/Tranche	No. of Performance Rights	Performance Measures	Vesting date
	FY18/2	170,400	FY20 Basic EPS	30 Aug 2020
	FY18/3	340,800	Relative TSR	30 Aug 2020
	FY18/4	170,400	Sustainability	30 Aug 2020
	FY19/1	352,000	FY21 Basic EPS	1 Sept 2021
	FY19/2	176,000	FY21 Return on Equity	1 Sept 2021
	FY19/3	352,000	Absolute TSR	1 Sept 2021
	FY20/1	400,000	FY22 Basic EPS	1 Sept 2022
	FY20/2	200,000	FY22 Return on Equity	1 Sept 2022
	FY20/3	400,000	Absolute TSR	1 Sept 2022
<p>Performance Rights are unlisted. Performance Measures (except for Sustainability Measure) comprise a threshold, a target and a stretch hurdle whereby Performance Rights will vest at 50%, 100% or 150% respectively of the number of Performance Rights for that tranche. A holder of vested Performances Rights is entitled to exercise their option and receive Empired shares upto a two year period from the time of vesting. In the event of a change of control in the company, Performance Rights will vest with the Directors having the discretion to provide Shares up to a 1.5 Shares for every one Performance Right held.</p> <p>Should a Performance Measure be achieved and the relevant tranche vests then details of the Performance Measure will be disclosed in the subsequent Remuneration Report.</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?	n/a
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.