

# 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

<b>Name of entity</b>	<b>EMPIRED LIMITED</b>
<b>ABN</b>	<b>81 090 503 843</b>

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.

<b>Name of Director</b>	RUSSELL GRAEME BASKERVILLE
<b>Date of last notice</b>	6 December 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.

<b>Direct or indirect interest</b>	Both direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <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.
<b>Date of change</b>	28 July 2020
<b>No. of securities held prior to change</b>	9,088,983 Ordinary Shares and 2,561,600 Performance Rights
<b>Class</b>	Ordinary Shares allotted Performance Rights exercised
<b>Number acquired</b>	170,400 Ordinary Shares
<b>Number disposed</b>	170,400 Performance Rights
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Exercise of Performance Rights upon vesting on terms approved by shareholders AGM 29 November 2017.

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+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	9,259,383 Ordinary Shares and 2,391,200 Performance Rights (see table below)
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issue of 170,400 Ordinary Shares upon vesting and exercise of 170,400 Performance Rights issued on 6 December 2017.

#### 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.

<b>Detail of contract</b>	n/a
<b>Nature of interest</b>	n/a
<b>Name of registered holder (if issued securities)</b>	n/a
<b>Date of change</b>	n/a
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	n/a
<b>Interest acquired</b>	n/a
<b>Interest disposed</b>	n/a
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	n/a

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<b>Schedule of Performance Rights held</b>	<b>Grant Year/Tranche</b>	<b>No. of Performance Rights</b>	<b>Performance Measures</b>	<b>Vesting Date</b>
	FY18/2	170,400	FY20 Basic EPS	30 Aug 2020
	FY18/3	340,800	Relative TSR	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 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 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	n/a
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	n/a
<b>If prior written clearance was provided, on what date was this provided?</b>	n/a

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