

# 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>	<b>RUSSELL BASKERVILLE</b>
<b>Date of last notice</b>	<b>1 August 2014</b>

### 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>	<b>Both direct and indirect</b>
<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>	2 December 2014
<b>No. of securities held prior to change</b>	7,650,059
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	300,000
<b>Number disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Shares issued on the vesting of 2013 Performance Rights Plan
<b>No. of securities held after change</b>	7,950,059

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+ See chapter 19 for defined terms.

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<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>	Shares issued on the vesting of FY15 Performance Rights Plan.
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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.

<b>Detail of contract</b>	Executive Service Agreement dated 1 July 2005 between Mr Baskerville and Empired Limited.
<b>Nature of interest</b>	Award of performance rights pursuant to the Empired Long Term Incentive Plan (LTI Plan) approved by shareholders 27/11/2014.
<b>Name of registered holder (if issued securities)</b>	Baskerville Investments Pty Ltd ATF The Baskerville Family Trust.
<b>Date of change</b>	2/12/2014
<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>	Nil
<b>Interest acquired</b>	1,650,000 FY15 performance rights.
<b>Interest disposed</b>	300,000 FY15 performance rights.
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	400,000 FY13 performance rights. 900,000 FY14 performance rights. 1,350,000 FY15 performance rights.

## Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<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

+ See chapter 19 for defined terms.