

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	26 November 2015

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	14 July 2016
No. of securities held prior to change	7,800,000
Class	Ordinary Shares
Number acquired	850,000
Number disposed	-

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Issue of shares upon the vesting of Performance Rights pursuant to the Empired Long Term Incentive Plan (LTI Plan) as approved by shareholders at previous Annual General Meetings. The vesting condition was satisfied as a result of the completion of the 12 month employment retention period post the achievement of EPS hurdles in respect to the financial year ended 30 June 2015.
No. of securities held after change	8,650,000
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	As above.

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	Executive Service Agreement between Mr Baskerville and Empired Limited.
Nature of interest	Performance Rights held pursuant to the Empired Long Term Incentive Plan (LTI Plan).
Name of registered holder (if issued securities)	Baskerville Investments Pty Ltd ATF The Baskerville Family Trust.
Date of change	14 July 2016
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	nil
Interest disposed	Lapsing of 650,000 Performance Rights as a result of the Company not achieving the EPS vesting conditions in respect to the financial year ended 30 June 2016.
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A

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Interest after change	Schedule of Performance Rights				
		Previous Notice	Vest	Lapsed	Held
	FY13	200,000	(200,000)	-	-
	FY14	600,000	(300,000)	(300,000)	-
	FY15	1,050,000	(350,000)	(350,000)	350,000
	FY16	444,915	-	-	444,915
		2,294,915	(850,000)	(650,000)	794,915

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.