

# 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	7 December 2017

### 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
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	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	3 July 2018
No. of securities held prior to change	9,059,322 Ordinary Shares and 2,193,487 Performance Rights
Class	As above
Number acquired	29,661
Number disposed	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil. Issuance of Ordinary Shares as a result of vesting of Performance Rights, pursuant to the Empired Long Term Incentive Plan (LTI Plan).
No. of securities held after change	9,088,983 Ordinary Shares and 2,163,826 Performance Rights (see table below)

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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>	As above.
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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 between Mr Baskerville and Empired Limited.
<b>Nature of interest</b>	Performance Rights held pursuant to the Empired Long Term Incentive Plan (LTI Plan).
<b>Name of registered holder (if issued securities)</b>	Baskerville Investments Pty Ltd ATF The Baskerville Family Trust.
<b>Date of change</b>	3 July 2018
<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>	nil
<b>Interest disposed</b>	nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	n/a

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Interest after change	Schedule of Performance Rights			
	<b>Grant Year/Tranche</b>	<b>Number of Performance Rights</b>	<b>Performance Hurdle</b>	<b>Vesting date</b>
	FY16/4	59,322	FY18 EPS	1/7/18
	FY16/5	59,322	Relative TSR	1/7/18
	FY17/1	238,636	FY18 EPS	30/8/19
	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
	<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 vest 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 upto 1.5 Shares for each Performance Right held.</p>			

**Part 3 – <sup>+</sup>Closed period**

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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

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