

24 August 2021

ASX Announcement

Capgemini Australia receives OIO approval for proposed acquisition of Empired

Empired Limited (**Empired**) announces that Capgemini Australia Pty Ltd (**Capgemini Australia**) has received a direction order from the Overseas Investment Office of New Zealand under the Overseas Investment Act 2005 (NZ) permitting the proposed acquisition by Capgemini Australia of 100% of the issued share capital of Empired to proceed, pursuant to the scheme of arrangement announced on 19 July 2021 (**Scheme**).

As a result, Empired confirms that the "OIO" condition under clause 3.1(c) of the Scheme Implementation Agreement between Empired and Capgemini Australia has been satisfied.

The Scheme remains subject to a number of conditions, including the approval of Empired shareholders and the Court, the Independent Expert's Report concluding that the Scheme is in the best interests of Empired shareholders (and the Independent Expert not changing or publicly withdrawing that conclusion), certain contractual consents to the change of control being obtained, Empired maintaining a specified level of key management and employees, and Empired not exceeding a maximum net debt threshold.

The Empired Directors unanimously recommend that Empired shareholders vote in favour of the resolution to approve the Scheme at the Scheme meeting, in the absence of a superior proposal and subject to the Independent Expert concluding (and continuing to conclude) that the Scheme is in the best interests of Empired shareholders. Each Empired Director intends to vote all Empired shares in which he has a relevant interest in favour of the resolution to approve the Scheme, subject to those same qualifications.

A Scheme Booklet containing information relating to the Scheme, the reasons for the Empired Directors' unanimous recommendation, an Independent Expert's Report, details of the Scheme meeting and other matters relevant to Empired shareholders' consideration of the Scheme is being prepared by Empired.

For more information please contact:

Russell Baskerville
Managing Director
Empired Limited
Ph +61 8 6333 2200

This announcement has been authorised for release by the Empired Board.

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