

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	Freelancer Limited
ABN	66 141 959 042

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	Simon Clausen
Date of last notice	23 May 2014

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Startive Holdings Limited (Startive) is the registered holder. The Director is the sole director and shareholder of Startive. HSBC Custody Nominees (AUS) Limited is the registered holder. The Director is the beneficial owner of fully paid ordinary shares held by HSBC Custody Nominees (AUS) Limited. Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of voluntary escrow arrangements over certain shares on issue at IPO and trading restrictions over shares issued under the Company's Employee Share Plan (ESP).
Date of change	28 May 2014

+ See chapter 19 for defined terms.

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No. of securities held prior to change	
Holding in Startive Holdings Limited.	167,939,739 fully paid ordinary shares
Holding in HSBC Custody Nominees (AUS) Limited as custodian for the Director.	2,377,771 fully paid ordinary shares
Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of voluntary escrow arrangements over certain shares on issue at IPO and trading restrictions over shares issued under the ESP.	219,662,238 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	79,511
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$1.00 per share
No. of securities held after change	
Holding in Startive Holdings Limited.	167,939,739 fully paid ordinary shares
Holding in HSBC Custody Nominees (AUS) Limited as custodian for the Director.	2,457,282 fully paid ordinary shares
Various – The Director has voting power of over 20% in Freelancer Limited, which has a relevant interest as a result of voluntary escrow arrangements over certain shares on issue at IPO and trading restrictions over shares issued under the ESP.	219,662,238 fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On-market trade

+ See chapter 19 for defined terms.

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	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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.