

# 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 <b>Opthea Limited</b>
ABN <b>32 006 340 567</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.

Name of Director	Geoffrey Kempler
Date of last notice	7 April 2016

### 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Sadarajak Pty Ltd and Baywick Pty Ltd:</b> Geoffrey Kempler is a substantial shareholder.
Date of change	3 May 2017
No. of securities held prior to change	571,429 fully paid ordinary shares.  285,714 listed options, exercise price \$0.27, expiry 25 November 2018.  2,000,000 (two million) unquoted options to purchase ordinary shares at an exercise price of \$0.48, exercise period commencing on 30 June 2016, ending on 7 March 2021 subject to vesting conditions.
Class	Ordinary shares, fully paid. Listed options. Unquoted options to acquire fully paid ordinary shares.

+ See chapter 19 for defined terms.

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Number acquired	43,817 ordinary shares fully paid
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$0.93 per share
No. of securities held after change	615,246 fully paid ordinary shares.  285,714 listed options, exercise price \$0.27, expiry 25 November 2018.  2,000,000 (two million) unquoted options to purchase ordinary shares at an exercise price of \$0.48, exercise period commencing on 30 June 2016, ending on 7 March 2021 subject to vesting conditions.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of ordinary shares under a 1 for 14 pro-rata non-renounceable retail entitlement offer and on-market trade.

### 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

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	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?	N/A
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

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