Rule 3.19A.2

# **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 – nib holdings limited	
ABN – 51 125 633 856	

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	Mark Fitzgibbon
Date of last notice	8 November 2018

#### 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 | NI/\Delta|

Direct or indirect interest	N/A
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	N/A
No. of securities held prior to change	N/A
Class	N/A
Number acquired	N/A
Number disposed	N/A
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	N/A
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

+ See chapter 19 for defined terms. 01/01/2011 Appendix 3Y Page 1

Date of Notice: 23 November 2018

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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.

Detail of contract	nib's Long Term Incentive Plan	
Nature of interest	Performance Rights granted pursuant to the Terms and Conditions and Rules of the nib LTIP. If the Performance Rights vest, the Director is entitled to be allocated one ordinary share for each right.	
Name of registered holder (if issued securities)	N/A	
Date of change	23 November 2018	
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	284,320 Performance Rights held under the FY16-FY19 LTIP which may vest from 1 September 2019 – if 100% vest, 284,320 ordinary shares will be allocated. 225,978 Performance Rights held under the FY17-FY20 LTIP which may vest from 1 September 2020 – if 100% vest, 225,978 ordinary shares will be allocated. 222,298 Performance Rights held under the FY18-FY21 LTIP which may vest from 1 September 2021 – if 100% vest, 222,298 ordinary shares will be allocated.	
Interest acquired	215,962 Performance Rights under the FY19-FY22 LTIP	
Interest disposed	N/A	
Value/Consideration  Note: If consideration is non-cash, provide details and an estimated valuation	\$nil – At the 31 October 2018 Annual General Meeting of nib holdings limited, shareholder approval was received for the participation of Mark Fitzgibbon in nib's LTIP for one financial year from 1 July 2018. Further details are included in the 27 September 2018 ASX Announcement – Notice of Meeting/Proxy Form.	

Date of Notice: 23 November 2018

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Interest after change	
	284,320 Performance Rights held under the FY16-
	FY19 LTIP which may vest from 1 September
	2019 – if 100% vest, 284,320 ordinary shares will
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	be allocated.
	225,978 Performance Rights held under the FY17-
	FY20 LTIP which may vest from 1 September
	2020 – if 100% vest, 225,978 ordinary shares will
	· · · ·
	be allocated.
	222,298 Performance Rights held under the FY18-
	FY21 LTIP which may vest from 1 September
	2021 – if 100% vest, 222,298 ordinary shares will
	be allocated.
	215,962 Performance Rights under the FY19-
	FY22 LTIP which may vest from 1 September 2022
	- if 100% vest, 215,962 ordinary shares will be
	allocated.
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## 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