

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	IOOF Holdings Limited
ABN	49 100 103 722

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	Christopher Kelaher
Date of last notice	30 May 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	Direct interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	As shown
Date of change	20 February 2017
No. of securities held prior to change	<p>3,418,449 ordinary shares *</p> <ul style="list-style-type: none"> • 75,000 performance rights approved at 2014 AGM (refer notice of meeting) • 75,000 performance rights approved at 2015 AGM (refer notice of meeting) • 120,000 performance rights approved at 2016 AGM (refer notice of meeting) • 41,895 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2017 <p>* Includes vesting of 86,175 performance rights and allocation of 26,984 deferred shares referred to in 30 May 2016 notice</p>

+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	25,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$211,994.35

No. of securities held after change	3,443,449 ordinary shares <ul style="list-style-type: none"> • 75,000 performance rights approved at 2014 AGM (refer notice of meeting) • 75,000 performance rights approved at 2015 AGM (refer notice of meeting). • 120,000 performance rights approved at 2016 AGM (refer notice of meeting) • 41,895 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2017
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 trades

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

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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

Rule 3.19A.2

⁺ See chapter 19 for defined terms.