

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

|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>IOOF Holdings Limited</b> |
| <b>ABN</b>            | <b>49 100 103 722</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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | John Selak       |
| <b>Date of last notice</b> | 27 November 2017 |

### 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.

|   |  |
|---|--|
| <b>Direct or indirect interest</b>  | Indirect   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest.  | Kasel Nominees Pty Ltd ATF Kasel Superannuation Fund |
| <b>Date of change</b>   | 19 February 2018                                     |
| <b>No. of securities held prior to change</b><br><br><b>Direct:</b><br><br><b>Indirect:</b><br>Kasel Nominees Pty Ltd <ATF Kasel Superannuation Fund> | <br><br>Nil<br><br>26,428                            |
| <b>Class</b>  | Fully paid ordinary shares                           |
| <b>Number acquired</b>  | 15,000 ordinary shares                               |
| <b>Number disposed</b>  | Nil  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation   | \$10.28 per share                                    |

+ See chapter 19 for defined terms.

Appendix 3Y  
Change of Director's Interest Notice

|   |                  |
|---|------------------|
| <b>No. of securities held after change</b><br><b>Direct:</b>  | Nil              |
| <b>Indirect:</b><br>Kasel Nominees Pty Ltd <ATF Kasel Superannuation Fund>  | 41,428           |
| <b>Nature of change</b><br>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.

|  |    |
|--|----|
| <b>Detail of contract</b>  | NA |
| <b>Nature of interest</b>  | NA |
| <b>Name of registered holder (if issued securities)</b>  | NA |
| <b>Date of change</b>  | NA |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | NA |
| <b>Interest acquired</b>   | NA |
| <b>Interest disposed</b>   | NA |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | NA |
| <b>Interest after change</b>   | NA |

## Part 3 – <sup>+</sup>Closed period

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | NA |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | NA |

<sup>+</sup> See chapter 19 for defined terms.

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|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>IOOF Holdings Limited</b> |
| <b>ABN</b>            | <b>49 100 103 722</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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | George Venardos  |
| <b>Date of last notice</b> | 27 November 2017 |

### 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.

|   |                            |
|---|----------------------------|
| <b>Direct or indirect interest</b>  | Indirect                   |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | As shown                   |
| <b>Date of change</b>   | 19 February 2018           |
| <b>No. of securities held prior to change</b><br><b>Quinsuper Pty Limited &lt;Venardos Super Fund A/C&gt;</b>   | 53,244 ordinary shares     |
| <b>Class</b>  | Fully paid ordinary shares |
| <b>Number acquired</b>  | 10,000 ordinary shares     |
| <b>Number disposed</b>  | Nil                        |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | \$10.28 per share          |
| <b>No. of securities held after change</b><br><b>Quinsuper Pty Limited &lt;Venardos Super Fund A/C&gt;</b>  | 63,244 ordinary shares     |

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Appendix 3Y  
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|   |                  |
|---|------------------|
| <b>Nature of change</b><br>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.

|  |    |
|--|----|
| <b>Detail of contract</b>  | NA |
| <b>Nature of interest</b>  | NA |
| <b>Name of registered holder (if issued securities)</b>  | NA |
| <b>Date of change</b>  | NA |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed | NA |
| <b>Interest acquired</b>   | NA |
| <b>Interest disposed</b>   | NA |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   | NA |
| <b>Interest after change</b>   | NA |

## Part 3 – <sup>+</sup>Closed period

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | NA |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | NA |

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|                       |                              |
|-----------------------|------------------------------|
| <b>Name of entity</b> | <b>IOOF Holdings Limited</b> |
| <b>ABN</b>            | <b>49 100 103 722</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.

|                            |                  |
|----------------------------|------------------|
| <b>Name of Director</b>    | Jane Harvey      |
| <b>Date of last notice</b> | 27 November 2017 |

### 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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Direct  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>   | As shown  |
| <b>Date of change</b>   | 19 February 2018  |
| <b>No. of securities held prior to change</b><br><br><b>IOOF Investment Management Limited ATF IOOF NED Deferred Share Purchase Plan A/C &lt;Jane Harvey&gt;</b><br><br><b>Jane Harvey</b><br><br><b>Raymond Harvey and Jane Harvey &lt;RJ &amp; JM Harvey S/Fund A/C&gt;</b> | <br>12,450 ordinary shares*<br><br>3,856 ordinary shares*<br><br>8,700 ordinary shares<br><br><small>* Since November 2017, 374 ordinary shares have been released to Ms Harvey from the trust as a result of the 10-year restriction period ceasing for the Non-Executive Director Share Plan issued pursuant to the plan rules of the IOOF Holdings Non-Executive Director Share Plan</small> |

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Appendix 3Y  
Change of Director's Interest Notice

|  |   |
|--|---|
| <b>Class</b>   | Fully paid ordinary shares  |
| <b>Number acquired</b>   | 4,850 ordinary shares   |
| <b>Number disposed</b>   | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | \$10.30 per share   |
| <b>No. of securities held after change</b><br><br><b>IOOF Investment Management Limited ATF IOOF NED Deferred Share Purchase Plan A/C &lt;Jane Harvey&gt;</b><br><br><b>Jane Harvey</b><br><br><b>Raymond Harvey and Jane Harvey &lt;RJ &amp; JM Harvey S/Fund A/C&gt;</b> | 12, 450 ordinary shares<br><br>3, 856 ordinary shares<br><br>13,550 ordinary shares |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>   | 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.

|   |    |
|---|----|
| <b>Detail of contract</b>   | NA |
| <b>Nature of interest</b>   | NA |
| <b>Name of registered holder (if issued securities)</b>   | NA |
| <b>Date of change</b>   | NA |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | NA |
| <b>Interest acquired</b>  | NA |
| <b>Interest disposed</b>  | NA |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | NA |

+ See chapter 19 for defined terms.

|                              |    |
|------------------------------|----|
| <b>Interest after change</b> | NA |
|------------------------------|----|

**Part 3 – <sup>+</sup>Closed period**

|   |    |
|---|----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>  | NA |
| <b>If prior written clearance was provided, on what date was this provided?</b>   | NA |

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