

**Notice of change of interest of substantial shareholder****Form 604  
Corporations Law  
Section 671B**

To: IOOF Holdings Ltd  
Level 29, 303 Collins St  
Melbourne VIC 3000

**1. Details of substantial shareholder**

Legg Mason Asset Management Limited (ABN 76 004 838 849) and each of the bodies corporate listed in Annexure A  
There was a change in the interests of the substantial holder on 12/04/2017  
The previous notice was given to the company on 25/10/2017  
The previous notice was dated 25/10/2017

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's vote	Voting Power	Person's vote	Voting Power
Fully Paid Ordinary	25,402,073	7.39%	29,592.56	8.42%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
See Annexure B					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest and Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected
See Annexure C			

**5. Changes in associates**

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ABN (if applicable)	Nature of association

**6. Addresses**

The addresses of the persons named in this form are as follows:

Name	Nature of association
Legg Mason Asset Management Australia Limited	Level 47, 120 Collins Street, Melbourne VIC 3000

Dated

16/04/2019



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Legg Mason Asset Management Australia Limited

## Annexure C

Holder of relevant interest and Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected	
Legg Mason Asset Management Australia Limited	Citi	Register and beneficial holder	23,114,433.00	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	RBC	Register and beneficial holder	2,179,799.00	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BBH	Register and beneficial holder	240,073	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BNP	Register and beneficial holder	1,985,244.00	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	BNYM	Register and beneficial holder	234,231.00	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	NCS	Register and beneficial holder	1,955,789.00	Fully Paid ordinary
Legg Mason Asset Management Australia Limited	JP Morgan	Register and beneficial holder	#REF!	Fully Paid ordinary
Royce & Associates, LLC	State Street	Register and beneficial holder	0	Fully Paid ordinary
29,709,569				

Account	Description	Position	Custodian
LA0007	LM MC SELECT OPP TRUST	343751	RBC
LA0012	ENERGY SUPER PENSION	280203	NCS
LA0014	IPAC INCOME GENERATOR	1779265	BNP
LA0015	LM MC EQUITY INC TRUST	1213780	RBC
LA0017	LMAU HIGH DIV EQ MOTHER	23114433	Citi
LA0018	LMAU HIGH DIV EQ TWIN	234231	BNYM
LA0021	USL DYNAMIC VALUE FUND	205979	BNP
LA0023	Warakirri New Dimensions	185622	RBC
LA0031	LM MC ETHICAL INC VALUES	254046	RBC
LA0034	OFFSHORE_HIGH_DIV_EQUITY	240073	BBH
LA0036	USYD MC ETHICAL	178091	NCS
LA0039	LM MC ETHICAL INC FD	81088	RBC
LA0040	BETA SHARES EIT ETF	101512	RBC
LA0042	ENERGY SUPER ACCUM	1497495	NCS
		29,709,569	

## ANNEXURE A

### Legg Mason, Inc. Subsidiaries

Name of Undertaking	Nature of Close Link
Legg Mason, Inc.	Parent Undertaking
Legg Mason & Co., LLC	Subsidiary of Parent Undertaking
Legg Mason Asset Management Australia Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management Hong Kong Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management (Japan) Co., Ltd.	Subsidiary of Parent Undertaking
Legg Mason Asset Management Singapore Pte. Limited	Subsidiary of Parent Undertaking
Legg Mason Charitable Foundation, Inc.	Subsidiary of Parent Undertaking
Legg Mason International Equities Limited	Subsidiary of Parent Undertaking
Legg Mason Investment Funds Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Europe) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Ireland) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Taiwan) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Holding (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Political Action Committee ("PAC")	Subsidiary of Parent Undertaking
Legg Mason Towarzystwo Funduszy Inwestycyjnych Spolka Akcyjna	Subsidiary of Parent Undertaking
Brandywine (UK) Holdings Limited	
The Baltimore Company	Subsidiary of Parent Undertaking
Legg Mason & Co (UK) Limited	Subsidiary of Parent Undertaking
Legg Mason Canada Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Commercial Real Estate Services, Inc.	Subsidiary of Parent Undertaking
Legg Mason Funding Ltd	Subsidiary of Parent Undertaking
Legg Mason Global Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings (Cayman) Limited	Subsidiary of Parent Undertaking
Legg Mason (Chile) Inversiones Holding Limitada	Subsidiary of Parent Undertaking
Legg Mason Investments Holdings Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Nominees Limited	Subsidiary of Parent Undertaking
Legg Mason Real Estate Securities Advisors, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Group, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Partners, Inc.	Subsidiary of Parent Undertaking
Legg Mason Tower, Inc.	Subsidiary of Parent Undertaking
LM BAM, Inc.	Subsidiary of Parent Undertaking
LM (BVI) Limited	Subsidiary of Parent Undertaking
LM Capital Support V, LLC	Subsidiary of Parent Undertaking
LM Holdings Limited	Subsidiary of Parent Undertaking
LM Holdings 2 Limited	Subsidiary of Parent Undertaking
LM International Holding LP	Subsidiary of Parent Undertaking
LM Tower, LLC	Subsidiary of Parent Undertaking
LMI Nominees Limited	Subsidiary of Parent Undertaking
Nova Scotia Company	Subsidiary of Parent Undertaking
Barrett Associates, Inc.	Subsidiary of Parent Undertaking
Brandywine Global Investment Management, LLC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Canada), ULC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Europe) Limited	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Asia) Pte. Limited	Subsidiary of Parent Undertaking
ClearBridge, LLC	Subsidiary of Parent Undertaking
ClearBridge Investments, LLC	Subsidiary of Parent Undertaking
ClearBridge Management Holdings LLC	Subsidiary of Parent Undertaking
Clarion Partners Holdings LLC	Subsidiary of Parent Undertaking
CP Intermediate Holdco, Inc.	Subsidiary of Parent Undertaking

Batterymarch Asia GP, LTD	Subsidiary of Parent Undertaking
BGIM Capital Management, LLC	Subsidiary of Parent Undertaking
BMML, Inc.	Subsidiary of Parent Undertaking
Gray Seifert & Company, LLC	Subsidiary of Parent Undertaking
LM Asset Services, LLC	Subsidiary of Parent Undertaking
Martin Currie (Holdings) Limited	Subsidiary of Parent Undertaking
Martin Currie Limited	Subsidiary of Parent Undertaking
Martin Currie (Bermuda) Limited	Subsidiary of Parent Undertaking
China Healthcare GP Limited	Subsidiary of Parent Undertaking
China Development Capital GP Limited	Subsidiary of Parent Undertaking
Martin Currie Absolute Return Fund GP Limited	Subsidiary of Parent Undertaking
Moorgate Investment Management Limited (Dormant)	Subsidiary of Parent Undertaking
Martin Currie Trustees Limited (Dormant)	Subsidiary of Parent Undertaking
Pelican Holdings I, LLC	Subsidiary of Parent Undertaking
Pelican Holdings II, LLC	Subsidiary of Parent Undertaking
Permal Group Holdings Ltd.	Subsidiary of Parent Undertaking
Permal Group SAS	Subsidiary of Parent Undertaking
LM Cayco Ltd	Subsidiary of Parent Undertaking
Permal Investment Management Services Limited	Subsidiary of Parent Undertaking
Permal (Hong Kong) Ltd.	Subsidiary of Parent Undertaking
Permal Pte. Ltd.	Subsidiary of Parent Undertaking
Permal (Isle of Man) Ltd.	Subsidiary of Parent Undertaking
Permal Business Consulting (Shanghai) Ltd.	Subsidiary of Parent Undertaking
Permal Business Consulting (Beijing) Co., Ltd.	Subsidiary of Parent Undertaking
The St. James Bank & Trust Co. Ltd.	Subsidiary of Parent Undertaking
SJBTC Ltd.	Subsidiary of Parent Undertaking
W & P Fund Services Ltd.	Subsidiary of Parent Undertaking
Saintco Ltd.	Subsidiary of Parent Undertaking
Permal (PGI) LLC	Subsidiary of Parent Undertaking
Permal Asset Management LLC	Subsidiary of Parent Undertaking
Permal GP, LLC	Subsidiary of Parent Undertaking
Precidian Investments, LLC	Subsidiary of Parent Undertaking
Western Asset Holdings (Australia) Pty Ltd.	Subsidiary of Parent Undertaking
Western Asset Management (Cayman) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (UK) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (Brazil) Holdings Limitada	Subsidiary of Parent Undertaking
EnTrustPermal Partners Holdings LLC	Subsidiary of Parent Undertaking
EnTrustPermal Partners LLC	Subsidiary of Parent Undertaking
EnTrust Permal FOF Management GP LLC	Subsidiary of Parent Undertaking
EnTrust Capital Management LP	Subsidiary of Parent Undertaking
EnTrust Securities LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LLC	Subsidiary of Parent Undertaking
EnTrust Partners Offshore LP	Subsidiary of Parent Undertaking
EnTrust Focus Partners LP	Subsidiary of Parent Undertaking
EnTrust Investment Management Pte. Ltd.	Subsidiary of Parent Undertaking
EnTrust Capital (UK) LLP	Subsidiary of Parent Undertaking
EnTrust Middle East Ltd.	Subsidiary of Parent Undertaking

Clarion Partners, LLC	Subsidiary of Parent Undertaking
Clarion Partners Europe, Ltd.	Subsidiary of Parent Undertaking
Clarion REIM South America Holdings, LLC	Subsidiary of Parent Undertaking
Clarion REIM South America Investimentos Imobiliarios LTDA	Subsidiary of Parent Undertaking
LM/Clarion I, LLC	Subsidiary of Parent Undertaking
LM/Clarion II, LLC	Subsidiary of Parent Undertaking
Legg Mason ClearBridge Holdings LLC	Subsidiary of Parent Undertaking
Legg Mason Fund Asset Management, Inc.	Subsidiary of Parent Undertaking
Legg Mason Investor Services, LLC	Subsidiary of Parent Undertaking
Legg Mason Partners Fund Advisor, LLC	Subsidiary of Parent Undertaking
Legg Mason Private Portfolio Group, LLC	Subsidiary of Parent Undertaking
LM Pelican Holdings, L.P.	Subsidiary of Parent Undertaking
LMM, LLC	Subsidiary of Parent Undertaking
LMOBC, Inc.	Subsidiary of Parent Undertaking
LMP Select, LLC	Subsidiary of Parent Undertaking
Martin Currie Investment Management Limited	Subsidiary of Parent Undertaking
Martin Currie Fund Management Limited	Subsidiary of Parent Undertaking
Martin Currie Asia PTE Limited	Subsidiary of Parent Undertaking
Martin Currie Inc.	Subsidiary of Parent Undertaking
Permal Group Ltd	Subsidiary of Parent Undertaking
Permal Group LLC	Subsidiary of Parent Undertaking
Permal Group Holdings LLC	Subsidiary of Parent Undertaking
Permal Capital Holdings LLC	Subsidiary of Parent Undertaking
Permal Capital Management, LLC	Subsidiary of Parent Undertaking
Permal UK Limited	Subsidiary of Parent Undertaking
Permal Cayman International LP	Subsidiary of Parent Undertaking
Permal MEP Cayman LP	Subsidiary of Parent Undertaking
EnTrustPermal Group Holdings LLC	Subsidiary of Parent Undertaking
EnTrustPermal LLC	Subsidiary of Parent Undertaking
QS Batterymarch Financial Management, Inc.	Subsidiary of Parent Undertaking
QS Investors Fund Management, LLC	Subsidiary of Parent Undertaking
QS Investors Holdings, LLC	Subsidiary of Parent Undertaking
QS Investors, LLC	Subsidiary of Parent Undertaking
RARE Infrastructure Limited	Subsidiary of Parent Undertaking
RARE Infrastructure Finance Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (Sovereign Enterprise No. 1) Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (Europe) Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (North America) Pty Limited	Subsidiary of Parent Undertaking
RARE Holdings Pty Limited	Subsidiary of Parent Undertaking
RARE Infrastructure (UK) Limited	Subsidiary of Parent Undertaking
RARE Infrastructure USA, Inc.	Subsidiary of Parent Undertaking
Treasury RARE Holdings Pty Limited	Subsidiary of Parent Undertaking
RARE IP Trust	Subsidiary of Parent Undertaking
Legg Mason Australia Holdings Pty Limited	Subsidiary of Parent Undertaking
Legg Mason Royce Holdings, LLC	Subsidiary of Parent Undertaking
Royce & Associates, LP	Subsidiary of Parent Undertaking
Royce & Associates GP, LLC	Subsidiary of Parent Undertaking
Royce Fund Services, Inc.	Subsidiary of Parent Undertaking
Royce Management Company, LLC	Subsidiary of Parent Undertaking
Western Asset Management Company	Subsidiary of Parent Undertaking
Western Asset Management Company Ltd- Japan	Subsidiary of Parent Undertaking
Western Asset Management Company Limited- UK	Subsidiary of Parent Undertaking
Western Asset Management Company Pty Ltd- Australia	Subsidiary of Parent Undertaking
Western Asset Management Company Distribuidora de Titulos E Valores Mobiliarios Limitada	Subsidiary of Parent Undertaking
Western Asset Management Company Pte. Ltd.- Singapore	Subsidiary of Parent Undertaking

## Annexure B

Trade date	Buy/Sell	Trade	Consideration	Quantity	Class
04/15/19	B	3188.00	20,621	3,188	Ordinary Shares
04/15/19	B	168818.00	1,091,982	168,818	Ordinary Shares
04/12/19	B	4572.00	29,934	4,572	Ordinary Shares
04/12/19	B	242123.00	1,585,228	242,123	Ordinary Shares
04/11/19	B	196293.00	1,253,331	196,293	Ordinary Shares
04/11/19	B	93212.00	592,474	93,212	Ordinary Shares
04/11/19	B	1760.00	11,187	1,760	Ordinary Shares
04/11/19	B	3707.00	23,669	3,707	Ordinary Shares
04/10/19	B	97870.00	629,578	97,870	Ordinary Shares
04/09/19	B	130000.00	815,750	130,000	Ordinary Shares
04/09/19	B	30413.00	190,540	30,413	Ordinary Shares
04/08/19	B	9062.00	58,334	9,062	Ordinary Shares
04/05/19	B	79344.00	518,354	79,344	Ordinary Shares
04/05/19	B	81379.00	531,649	81,379	Ordinary Shares
03/29/19	B	8949.00	54,994	8,949	Ordinary Shares
03/29/19	B	44258.00	271,381	44,258	Ordinary Shares
03/29/19	B	10160.00	62,299	10,160	Ordinary Shares
03/29/19	B	8310.00	50,955	8,310	Ordinary Shares
03/28/19	B	313919.00	1,923,727	313,919	Ordinary Shares
03/28/19	B	4903.00	30,046	4,903	Ordinary Shares
03/28/19	B	38908.00	238,432	38,908	Ordinary Shares
03/28/19	B	8040.00	49,270	8,040	Ordinary Shares
03/28/19	B	3489.00	21,381	3,489	Ordinary Shares
03/28/19	B	489405.00	2,987,328	489,405	Ordinary Shares
03/28/19	B	5156.00	31,472	5,156	Ordinary Shares
03/28/19	B	5439.00	33,200	5,439	Ordinary Shares
03/28/19	B	3307.00	20,266	3,307	Ordinary Shares
03/27/19	B	4356.00	26,276	4,356	Ordinary Shares
03/27/19	B	4130.00	24,913	4,130	Ordinary Shares
03/27/19	B	391995.00	2,364,553	391,995	Ordinary Shares
03/26/19	B	4400.00	27,269	4,400	Ordinary Shares
03/26/19	B	77652.00	481,248	77,652	Ordinary Shares
03/26/19	B	816.00	5,057	816	Ordinary Shares
03/26/19	B	854.00	5,293	854	Ordinary Shares
03/26/19	B	2016.00	12,494	2,016	Ordinary Shares
03/26/19	B	1305.00	8,088	1,305	Ordinary Shares
03/26/19	B	268.00	1,661	268	Ordinary Shares
03/26/19	B	193.00	1,196	193	Ordinary Shares
03/26/19	B	84.00	521	84	Ordinary Shares
03/26/19	B	291.00	1,803	291	Ordinary Shares
03/26/19	B	535.00	3,316	535	Ordinary Shares
03/26/19	B	826.00	5,119	826	Ordinary Shares
03/26/19	B	1010.00	6,259	1,010	Ordinary Shares
03/26/19	B	190.00	1,169	190	Ordinary Shares
03/26/19	B	436.00	2,683	436	Ordinary Shares
03/26/19	B	605.00	3,722	605	Ordinary Shares
03/26/19	B	2950.00	18,150	2,950	Ordinary Shares
03/26/19	B	4559.00	28,050	4,559	Ordinary Shares
03/26/19	B	9947.00	61,201	9,947	Ordinary Shares
03/26/19	B	1211.00	7,451	1,211	Ordinary Shares
03/26/19	B	1868.00	11,493	1,868	Ordinary Shares
03/26/19	B	2284.00	14,053	2,284	Ordinary Shares
03/26/19	B	1929.00	11,869	1,929	Ordinary Shares
03/26/19	B	1846.00	11,358	1,846	Ordinary Shares
03/26/19	B	175569.00	1,080,223	175,569	Ordinary Shares
03/26/19	B	37702.00	231,969	37,702	Ordinary Shares
03/26/19	B	658.00	4,048	658	Ordinary Shares
03/25/19	B	565.00	3,520	565	Ordinary Shares
03/25/19	B	1954.00	12,173	1,954	Ordinary Shares
03/25/19	B	29527.00	183,950	29,527	Ordinary Shares
03/25/19	B	5543.00	34,532	5,543	Ordinary Shares
03/25/19	B	13533.00	84,309	13,533	Ordinary Shares
03/25/19	B	8758.00	54,561	8,758	Ordinary Shares
03/25/19	B	521151.00	3,246,719	521,151	Ordinary Shares
03/25/19	B	5479.00	34,134	5,479	Ordinary Shares
03/25/19	B	3593.00	22,384	3,593	Ordinary Shares
03/25/19	B	1798.00	11,201	1,798	Ordinary Shares
03/25/19	B	5726.00	35,672	5,726	Ordinary Shares
03/25/19	B	1293.00	8,055	1,293	Ordinary Shares
03/25/19	B	6778.00	42,226	6,778	Ordinary Shares
03/22/19	B	4554.00	29,457	4,554	Ordinary Shares
03/22/19	B	3724.00	24,088	3,724	Ordinary Shares
03/22/19	B	9090.00	58,797	9,090	Ordinary Shares
03/22/19	B	5883.00	38,053	5,883	Ordinary Shares
03/22/19	B	350085.00	2,264,455	350,085	Ordinary Shares
03/22/19	B	3681.00	23,810	3,681	Ordinary Shares
03/22/19	B	19835.00	128,299	19,835	Ordinary Shares
03/22/19	B	1207.00	7,807	1,207	Ordinary Shares
03/22/19	B	3846.00	24,877	3,846	Ordinary Shares
03/22/19	B	869.00	5,621	869	Ordinary Shares
03/22/19	B	379.00	2,451	379	Ordinary Shares
03/22/19	B	1313.00	8,493	1,313	Ordinary Shares
03/22/19	B	2414.00	15,614	2,414	Ordinary Shares
03/21/19	B	1399.00	8,969	1,399	Ordinary Shares
03/21/19	B	1144.00	7,334	1,144	Ordinary Shares