

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	12 August 2014

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	15 December 2014 (date of offer)

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>4,872,650 ordinary shares</p> <ul style="list-style-type: none"> • 79,156 options over ordinary shares exercisable at \$5.20 (approved 2009 AGM) • 37,500 performance rights allocated 27 November 2009 • 68,650 remaining performance rights (approved 2010 AGM) • 64,350 remaining performance rights (approved 2011 AGM) • 250,000 performance rights approved at 2012 AGM (refer notice of meeting) • 100,000 performance rights approved at 2013 AGM (refer notice of meeting) • 36,217 deferred shares will be allocated to Mr Kelaher in 2015, subject to a look-back occurring in August 2015
Class	Fully paid ordinary shares
Number acquired	71,925
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	

+ See chapter 19 for defined terms.

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No. of securities held after change	4,944,575 ordinary shares <ul style="list-style-type: none"> 79,156 options over ordinary shares exercisable at \$5.20 (approved 2009 AGM) 34,225 remaining performance rights approved at 2010 AGM (refer notice of meeting) 64,350 remaining performance rights approved at 2011 AGM (refer notice of meeting) 250,000 performance rights approved at 2012 AGM (refer notice of meeting) 100,000 performance rights approved at 2013 AGM (refer notice of meeting) 75,000 performance rights approved at 2014 AGM (refer notice of meeting) 36,217 deferred shares will be allocated to Mr Kelaher in 2015, subject to a look-back occurring in August 2015
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	37, 500 performance rights vested (2009 offer) 34,425 performance rights vested (2010 offer)

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	NA
Nature of interest	NA
Name of registered holder (if issued securities)	NA

+ See chapter 19 for defined terms.

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Date of change	NA
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	NA
Interest acquired	NA
Interest disposed	NA
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	NA
Interest after change	NA

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?	NA
If prior written clearance was provided, on what date was this provided?	NA

Rule 3.19A.2

⁺ See chapter 19 for defined terms.