

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	1 December 2015

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	28 December 2015
No. of securities held prior to change	5,209,108 ordinary shares <ul style="list-style-type: none"> • 32,175 remaining performance rights approved at 2011 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)

+ See chapter 19 for defined terms.

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No. of securities held prior to change (contd)	<ul style="list-style-type: none"> • 75,000 performance rights approved at 2015 AGM (refer notice of meeting) • 26,984 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2016.
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	1,928,518
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Various

No. of securities held after change	<p>3,280,590 ordinary shares</p> <ul style="list-style-type: none"> • 32,175 remaining performance rights approved at 2011 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) • 75,000 performance rights approved at 2015 AGM (refer notice of meeting) • 26,984 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2016.
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market transfers

+ See chapter 19 for defined terms.

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
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.