



09 August 2016

IOOF announces an unmarketable parcel share sale facility

IOOF Holdings Limited (ASX: IFL, OTC: IOOFY) (IOOF) is pleased to announce that it has established a share sale facility for the holders of unmarketable parcels of IOOF's shares.

The Record Date for the purposes of establishing holders of unmarketable parcels has been set at close of trade on 5 August 2016 (Record Date). An unmarketable parcel of shares is a parcel of shares that has a market value of less than \$500. As at the market close on 5 August 2016, an unmarketable parcel of shares is any shareholding of 54 ordinary shares or less (Unmarketable Parcel) based on the closing price of \$9.21.

IOOF is offering this facility to assist shareholders of unmarketable parcels (determined as at the Record Date) with small holdings to dispose of their unmarketable parcel who might otherwise find it difficult to sell their shares due to the small size of their holding. The shares will be sold at market price for the relevant shares.

By facilitating the sale of unmarketable parcels IOOF expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

A summary of the key dates in relation to the Facility is as follows

Event	Date
Unmarketable parcels Record Date	5 August 2016
Unmarketable parcels announcement to ASX	9 August 2016
Letters sent to shareholders holding unmarketable parcels attaching the information pack	9 August 2016
Closing date for receipt of share retention form	21 September 2016

Attached is a copy of the letter and the share retention form which has today been sent to all shareholders holding an unmarketable parcel on the Record Date.

-ENDS-

Enquiries:

Paul Vine
Company Secretary

IOOF Holdings Limited
P: +61 3 8614 4525
E: paul.vine@ioof.com.au

Rachel Scully
Head of Corporate Affairs

IOOF Holdings Limited
P: +61 3 8614 4530
E: rachel.scully@ioof.com.au

About IOOF Holdings Limited

IOOF has been helping Australians secure their financial future since 1846. During that time, we have grown substantially to become one of the largest independent groups in the financial services industry.

IOOF provides advisers and their clients with the following services:

- **Financial Advice and Distribution** services via our extensive network of financial advisers and stockbrokers;
- **Platform Management and Administration** for advisers, their clients and hundreds of employers in Australia;
- **Investment Management** products that are designed to suit any investor's needs; and
- **Trustee Services** including estate planning and corporate trust services.

Further information about IOOF can be found at www.ioof.com.au





IOOF HOLDINGS LIMITED

ABN: 49 100 103 722

Level 6
161 Collins Street
Melbourne VIC 3000

Ph: 13 13 69
Fax: (03) 8614 4888

Dear Shareholder

This is an important letter concerning your shareholding in IOOF Holdings Limited.

I am writing on behalf of the Board of Directors to advise you that IOOF Holdings Limited (IOOF) is putting in place a share sale facility for holders whose shares have a total value of less than \$500 (unmarketable parcel) as at 5 August 2016, the Record Date.

IOOF is offering this facility to assist holders of unmarketable parcels of shares to sell them at market value without brokerage costs. It will also reduce the expense to the company of maintaining a large number of shareholders with unmarketable parcels.

Unless you advise the IOOF share registry by 5.00pm (AEST) on 21 September 2016 that you want to retain your shares, your shares will be sold and you will be sent the sale proceeds.

The share sale facility is being operated in accordance with rule 85 of the Company's constitution and the Australian Securities Exchange (ASX) Listing Rule 15.13.

If you want to sell your shares under the facility - you need take no further action.

Your shares will be sold on your behalf by IOOF after 21 September 2016. You will not need to appoint a broker or pay the brokerage and handling costs associated with the sale of shares under the facility. Any tax consequences from the sale of your shares will be your responsibility.

If you want to retain your shares - you must complete and return the enclosed Share Retention Form to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia by 5.00pm (AEST) on 21 September 2016.

Facsimile of the Notice will not be accepted.

If you do not return the Share Retention Form by the Closing Date, your shares will be sold.

If you wish to increase your shareholding to a marketable parcel, you should contact your broker.

If you have a number of holdings which you wish to consolidate, please contact the registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

For further clarification, please refer to the additional information on the reverse of this letter or contact the registry on 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

If you are in any doubt, or if you require information regarding possible taxation implications from participation in the facility, please consult your legal, financial or taxation adviser.

Yours sincerely

Dr Roger Sexton
Chairman

**IOOF HOLDINGS LIMITED**

ABN: 49 100 103 722

Level 6
161 Collins Street
Melbourne VIC 3000Ph: 13 13 69
Fax: (03) 8614 4888**TERMS AND CONDITIONS OF SMALL SHAREHOLDER SALE FACILITY**

These terms and conditions and the accompanying 'Share Retention Form' set out the terms and conditions by which the Small Shareholder Sale Facility will operate.

1. WHAT IS THE SMALL SHAREHOLDER SALE FACILITY?

The Small Shareholder Sale Facility allows IOOF to sell shares on behalf of shareholders who hold less than a marketable parcel (that is, less than A\$500 worth of IOOF ordinary shares) on a particular date ("Small Shareholders").

A Small Shareholder Sale Facility is often implemented by listed companies in response to the disproportionately high registry and administrative costs incurred by the company from maintaining Small Shareholders on its shareholder register.

2. DOES IOOF HAVE THE RIGHT TO SELL IOOF SHARES?

Yes, IOOF is entitled, under rule 85 of its Constitution and Australian Securities Exchange Listing Rule 15.13, to sell the shares of Small Shareholders, unless they elect to retain their shares.

Proceeds from the sale must be remitted to Small Shareholders.

3. WHAT IF I DON'T WANT MY IOOF SHARES TO BE SOLD?

If you wish to retain your IOOF shares, you **MUST** complete the 'Share Retention Form' and return it so that it is received by IOOF's registry no later than 5.00pm (Melbourne time) on 21 September 2016.

4. WHAT ARE THE COSTS OF HAVING IOOF SHARES SOLD ON MY BEHALF?

There is no brokerage or other transaction costs payable by Small Shareholders whose shares are sold under the Small Shareholder Sale Facility. These costs will be paid by IOOF.

Taxation consequences arising from the sale of your shares under the Small Shareholder Sale Facility will be your responsibility.

5. WHAT IS THE LAST SALE PRICE AS AT RECORD DATE?

The last sale price of IOOF's shares on 5 August 2016 was \$9.21.

**IOOF HOLDINGS LIMITED**

ABN: 49 100 103 722

Level 6
161 Collins Street
Melbourne VIC 3000Ph: 13 13 69
Fax: (03) 8614 4888**6. WHEN WILL MY IOOF SHARES BE SOLD?**

Sales of shares will occur on ASX and are expected to occur within 7 days immediately following the expiry of the Notice Date ("Sale Period").

7. WHAT WILL I RECEIVE FOR SHARES SOLD UNDER THE SMALL SHAREHOLDER SALE FACILITY?

For each share sold, you will receive an amount equal to the total proceeds from all shares sold under the Small Shareholder Sale Facility, divided by the total number of shares sold under the Small Shareholder Sale Facility.

8. WHEN WILL THE PROCEEDS FROM THE SALE OF SHARES BE SENT TO SMALL SHAREHOLDERS?

A cheque for your proceeds will be mailed to you within 21 days after completion of the Sale Period. Payment will be made in Australian dollars.

9. IF I BUY OR SELL SHARES, WILL I RETAIN MY HOLDING?

If you sell your shares, any balance remaining on the share register will be sold unless a Share Retention Form is received. If you purchase more shares and your registered holding is more than a marketable parcel by 5.00pm (AEST) on 21 September 2016 then your shares will not be sold. For a purchase to be an effective notification that you wish to retain your shares, any additional shares must be registered by 5.00pm (AEST) on 21 September 2016 under the same holder number (SRN or HIN) as set out in this letter.

10. WHERE CAN I OBTAIN FURTHER INFORMATION IN RELATION TO THE SMALL SHAREHOLDER SALE FACILITY?

If you have any questions concerning the contents of this letter, please contact our registry, Boardroom Pty. Limited, by telephone 1300 737 760 (within Australia) or 61 2 9290 9600 (outside Australia).

None of IOOF or Boardroom Pty Limited, or any of their personnel, is or is to be taken to be giving any securities recommendation or investment advice in relation to the Small Shareholder Sale Facility, nor do any of them have any obligation to do so.

You should consider seeking your own independent advice in relation to the Small Shareholder Sale Facility.

**All correspondence to**

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Tel: 1300 737 760 (within Aust)**Tel:** + 61 2 9290 9600 (outside Aust)**Fax:** + 61 2 9279 0664www.boardroomlimited.com.au

enquires@boardroomlimited.com.au

Subregister**SRN/HIN.**

Share Retention Form

IMPORTANT: This is an important document and requires your attention. IOOF Holdings Limited (Company) is implementing a sale program for holders of parcels of the Company's shares valued at less than \$500. Further details regarding the program are set out in the letter to you from the Company dated 9 August 2016, which accompanies this form. **If you do not want the parcel of shares in the Company referred to below sold under the program, you must complete this form and return it so that it is received by the Company's share registry no later than 5.00pm on 21 September 2016.** If you are in any doubt as to how to deal with this form, you should consult your professional adviser. If your holding of the Company's shares increases to more than \$500 by on market purchases or otherwise, then your holding will not be sold under the program.

A Number of shares held as at Record Date

The number of shares that you held at 7pm on 5 August 2016.

B Retention of shares

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I/We refer to the letter from the company dated 9 August 2016 and hereby give notice that by marking this box I/we would like to retain my/our shares.

C Contact details (Enter your contact details below)

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS (optional)
	()	()	

D Shareholder Signature

By signing and returning this form, I/we confirm that I/we understand that my/our shares will **NOT BE SOLD** under the program.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Day Month Year

**This form must be received by no later than 5.00pm time on
21 September 2016**

LODGEMENT INSTRUCTIONS ARE ON THE REVERSE OF THIS FORM

Additional information

How to complete this form

- A. This is the number of shares that you held at 7pm on 5 August 2016.
- B. If you would like to retain your shares, please mark the box on the front of this form and return it to the Company's share registry in accordance with the lodgement instructions below. If this form is not received by 5.00pm on 21 September 2016, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf. **IF YOU WOULD LIKE THE COMPANY TO SELL YOUR SHARES, YOU SHOULD NOT COMPLETE THIS FORM.**
- C. Enter your **contact details** so we may contact you regarding your form.
- D. The form **must** be signed. In the spaces provided you must sign this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. Please indicate the office held by signing in the appropriate place.

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm on 21 September 2016. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm on 21 September 2016.

Mailing address:

IOOF Holdings Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

IOOF Holdings Limited
C/- Boardroom Pty Limited
Level 12
225 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the IOOF Holdings Limited register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) / Sole Director & Sole Company Secretary	Joint Shareholder 2 (Individual) / Director	Joint Shareholder 3 (Individual) / Director/Company Secretary (Delete one)
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Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown above. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/Privacy.html>).