

# 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>	Christopher Kelaher
<b>Date of last notice</b>	30 May 2016

### 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 interest
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	As shown
<b>Date of change</b>	20 February 2017
<b>No. of securities held prior to change</b>	3,418,449 ordinary shares * <ul style="list-style-type: none"><li>• 75,000 performance rights approved at 2014 AGM (refer notice of meeting)</li><li>• 75,000 performance rights approved at 2015 AGM (refer notice of meeting)</li><li>• 120,000 performance rights approved at 2016 AGM (refer notice of meeting)</li><li>• 41,895 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2017</li></ul> <p>* Includes vesting of 86,175 performance rights and allocation of 26,984 deferred shares referred to in 30 May 2016 notice</p>

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+ See chapter 19 for defined terms.

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<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	25,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$211,994.35

<b>No. of securities held after change</b>	3,443,449 ordinary shares <ul style="list-style-type: none"> <li>• 75,000 performance rights approved at 2014 AGM (refer notice of meeting)</li> <li>• 75,000 performance rights approved at 2015 AGM (refer notice of meeting).</li> <li>• 120,000 performance rights approved at 2016 AGM (refer notice of meeting)</li> <li>• 41,895 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2017</li> </ul>
<b>Nature of change</b> 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A

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<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

*Rule 3.19A.2*

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