

# 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>	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.

<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>	28 December 2015
<b>No. of securities held prior to change</b>	5,209,108 ordinary shares  <ul style="list-style-type: none"><li>• 32,175 remaining performance rights approved at 2011 AGM (refer notice of meeting)</li><li>• 100,000 performance rights approved at 2013 AGM (refer notice of meeting)</li><li>• 75,000 performance rights approved at 2014 AGM (refer notice of meeting)</li></ul>

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+ See chapter 19 for defined terms.

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

<b>No. of securities held after change</b>	3,280,590 ordinary shares <ul style="list-style-type: none"> <li>• 32,175 remaining performance rights approved at 2011 AGM (refer notice of meeting)</li> <li>• 100,000 performance rights approved at 2013 AGM (refer notice of meeting)</li> <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>• 26,984 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2016.</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	Off-market transfers

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## **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> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<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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