

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	24 February 2017

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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	As shown
Date of change	1. 4 August 2017 2. 8 August 2017
No. of securities held prior to change	3,485,344 ordinary shares* <ul style="list-style-type: none">• 75,000 performance rights approved at 2014 AGM (refer notice of meeting)• 75,000 performance rights approved at 2015 AGM (refer notice of meeting)• 120,000 performance rights approved at 2016 AGM (refer notice of meeting)• 41,895 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2017 <p style="margin-top: 20px;"><small>* Note: the number of securities held prior to change on the Appendix 3Y dated 24 February 2017 (3,443,449 ordinary shares) was understated by 27,253 shares as a result of a previous administrative error. The above number is correct.</small></p>

+ See chapter 19 for defined terms.

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Class	Fully paid ordinary shares
Number acquired	<ol style="list-style-type: none"> 41,895 deferred shares allocated to Mr Kelaher following a look back in August 2017 Vesting of 49,500 performance rights from the 75,000 performance rights approved at the 2014 AGM
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Value of the above shares is approximately \$977,926 using the IFL closing price on 8 August 2017

No. of securities held after change	3,576,706 ordinary shares <ul style="list-style-type: none"> 75,000 performance rights approved at 2015 AGM (refer notice of meeting) 120,000 performance rights approved at 2016 AGM (refer notice of meeting) 35,420 deferred shares will be allocated to Mr Kelaher subject to a look back in August 2018
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocations following look back and vesting of performance rights

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

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