

# 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>	23 April 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> Note: Provide details of the circumstances giving rise to the relevant interest.	As shown.
<b>Date of change</b>	10 August 2015

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+ See chapter 19 for defined terms.

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<b>No. of securities held prior to change</b>	<p>4,856,291 ordinary shares</p> <ul style="list-style-type: none"> <li>• 34,225 remaining performance rights approved at 2010 AGM (refer notice of meeting)</li> <li>• 64,350 remaining performance rights approved at 2011 AGM (refer notice of meeting)</li> <li>• 250,000 performance rights approved at 2012 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>• 36,217 deferred shares will be allocated to Mr Kelaher in 2015, subject to a look-back occurring in August 2015</li> </ul>
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	318,392 (32,175 + 36,217 + 250,000)
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	<p>Deferred shares: \$303,860.63</p> <p>Vested rights: \$2,635,514.50 (estimate based on closing price on 10 August 2015 of \$9.34)</p>

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<b>No. of securities held after change</b>	5,174,683 ordinary shares <ul style="list-style-type: none"> <li>• 34,225 remaining performance rights approved at 2010 AGM (refer notice of meeting)</li> <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>
<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 transfer

## 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>	NA
<b>Nature of interest</b>	NA
<b>Name of registered holder (if issued securities)</b>	NA
<b>Date of change</b>	NA
<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	NA
<b>Interest acquired</b>	NA
<b>Interest disposed</b>	NA

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

#### 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>	NA
<b>If prior written clearance was provided, on what date was this provided?</b>	NA

*Rule 3.19A.2*

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