

Rule 3.19A.2

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	Elizabeth Flynn
Date of last notice	3 September 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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	As shown
Date of change	29 February 2016
No. of securities held prior to change Direct: Indirect: MLC Navigator Retirement Plan - Superannuation Service <Elizabeth Flynn>:	Nil 4,458 ordinary shares Ms Flynn also maintains holdings in IOOF through holdings in Australian Equities ETFs as set out in the Appendix 3X dated 3 September 2015
Class	Fully paid ordinary shares
Number acquired	10,000

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$84,000.00
No. of securities held after change Direct: Indirect: netwealth Superannuation Master Fund - netwealth Super Accelerator Core <Elizabeth Flynn>: MLC Navigator Retirement Plan – Account-based Pension <Elizabeth Flynn>:	<p>Nil</p> <p>10,000</p> <p>4,458</p> <p><u>Note:</u> these 4,458 shares remain in the MLC Navigator Retirement Plan, however were moved from the Superannuation Service to the Account-based Pension on 23 February 2016.</p> <p>Ms Flynn also maintains holdings in IOOF through holdings in Australian Equities ETFs as set out in the Appendix 3X dated 3 September 2015.</p>
Nature of change 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.

Detail of contract	NA
Nature of interest	NA
Name of registered holder (if issued securities)	NA
Date of change	NA
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	NA

+ See chapter 19 for defined terms.

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

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?	NA
If prior written clearance was provided, on what date was this provided?	NA

⁺ See chapter 19 for defined terms.