

3 September 2019

Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Change of Director's Interest Notice – Mr Mark Fitzgibbon

Attached is an Appendix 3Y - Change of Director's Interest Notice for Mr Mark Fitzgibbon.

The Appendix 3Y details the allotment of ordinary shares to Mr Fitzgibbon on the vesting of FY16-FY19 Long Term Incentive Plan (LTIP) Performance Rights granted to Mr Fitzgibbon under the nib LTIP and the allotment of ordinary shares to Mr Fitzgibbon under the nib Short Term Incentive Plan on 1 September 2019. In total:

- 284,320 ordinary shares were allotted to Mr Fitzgibbon on the vesting of FY16-FY19 LTIP Performance Rights granted under the nib Long Term Incentive Plan, with these shares purchased on market; and
- 85,904 ordinary shares were allotted to Mr Fitzgibbon under the nib Short Term Incentive Plan, with these shares purchased on market.

Yours sincerely,



Roslyn Toms
Company Secretary

For further information please contact:

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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

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| Name of entity – nib holdings limited |
| ABN – 51 125 633 856 |

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 | Mark Fitzgibbon |
| Date of last notice | 27 May 2019 |

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 |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Shares held by Fitzy (NSW) Pty Ltd as Trustee for Fitz Family Fund in which Mark Fitzgibbon is the sole Director and beneficiary of the Trust |
| Date of change | 1 September 2019 |
| No. of securities held prior to change | 1,609,623 – Direct (held by Mark Fitzgibbon) 690,621 – Indirect (held by Fitzy (NSW) Pty Ltd as Trustee for Fitz Family Fund). |
| Class | Ordinary shares |

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|--|---|
| Number acquired | 370,224 ordinary shares on 1 September 2019 being: <ul style="list-style-type: none"> - 284,320 ordinary shares allotted on the vesting of FY16-FY19 LTIP Performance Rights granted under the nib Long Term Incentive Plan. 50% of the ordinary shares allotted have a two year escrow period. - 85,904 ordinary shares allotted under the nib Short Term Incentive Plan representing 50% of Mr Fitzgibbon's FY19 short-term incentive that has been granted in the form of shares. Half of the shares have a 12 month escrow period with the second half having a two year escrow period. |
| Number disposed | Nil. |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small> | Nil. |
| No. of securities held after change | 1,979,847 – Direct (held by Mark Fitzgibbon) 690,621 – Indirect (held by Fitzy (NSW) Pty Ltd as Trustee for Fitz Family Fund) |
| Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | 284,320 ordinary shares purchased on market and allotted on vesting of Performance Rights issued under the nib Long Term Incentive Plan. 85,904 ordinary shares purchased on market and allotted pursuant to the nib Short Term Incentive Plan. |

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 Note: If consideration is non-cash, provide details and an estimated valuation | 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 |