

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

|                       |                              |
|-----------------------|------------------------------|
| <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>    | Allan Griffiths |
| <b>Date of last notice</b> | 1 October 2014  |

### 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>   | Indirect                   |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | As shown                   |
| <b>Date of change</b>  | 31 August 2015             |
| <b>No. of securities held prior to change</b><br><b>Direct</b><br><b>Griffiths SMSF Pty Limited &lt;Griffiths Family S/F A/C&gt;</b>                 | Nil<br>10,000              |
| <b>Class</b>   | Fully paid ordinary shares |
| <b>Number acquired</b>   | 10,000                     |
| <b>Number disposed</b>   | Nil                        |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | \$91,100.00                |

+ See chapter 19 for defined terms.

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|   |                   |
|---|-------------------|
| <b>No. of securities held prior to change</b><br><b>Direct</b><br><br><b>Griffiths SMSF Pty Limited &lt;Griffiths Family S/F A/C&gt;</b>                                    | Nil<br><br>20,000 |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade.  |

### 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><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> | NA |
| <b>Interest acquired</b>  | NA |
| <b>Interest disposed</b>  | NA |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and an estimated valuation</small>   | NA |
| <b>Interest after change</b>  | NA |

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**Part 3 – +Closed period**

|  |     |
|--|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +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  |

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