

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 30/9/2001.

Name of entity	IOOF Holdings Ltd
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 Francis Kelaher
Date of last notice	9 September 2011

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) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	7 September 2012

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>4,244,818 ordinary shares</p> <p>134,048 options over ordinary shares exercisable at \$9.99.</p> <p>316,624 options over ordinary shares exercisable at \$5.20 (approved 2009 AGM).</p> <p>300,000 options over ordinary shares exercisable at \$6.93 (approved at 2010 AGM subject to performance hurdles)</p> <p>300,000 options over ordinary shares exercisable at \$6.81 (approved at 2011 AGM subject to performance hurdles)</p> <p>150,000 Performance Rights (approved at 2010 AGM subject to performance hurdles – Refer Notice of Meeting)</p> <p>150,000 Performance Rights (approved at 2010 AGM subject to performance hurdles – refer Notice of Meeting)</p>
Class	Fully paid ordinary shares
Number acquired	<p>55,813 deferred shares were approved by the Board and transferred to Mr Kelaher. These deferred share a portion of Mr Kelaher's short term incentive payment for the 2010 and 2011 performance period whereby a portion of the STI payment was held back to purchase shares for Mr Kelaher (deferred shares) whereby Mr Kelaher's performance was subject to a "look back" by the Board in 2012. (refer annual report)</p> <p>In addition, the Board has deferred that 35,977 deferred shares will be allocated to Mr Kelaher in 2013 subject to a "look back" occurring in August 2013.</p>
Number disposed	Nil

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$352,500
No. of securities held after change	4,300,631 ordinary shares 134,048 options over ordinary shares exercisable at \$9.99. 316,624 options over ordinary shares exercisable at \$5.20 (approved 2009 AGM). 300,000 options over ordinary shares exercisable at \$6.93 (approved at 2010 AGM subject to performance hurdles) 300,000 options over ordinary shares exercisable at \$6.81 (approved at 2011 AGM subject to performance hurdles) 150,000 Performance Rights (approved at 2010 AGM subject to performance hurdles – Refer Notice of Meeting) 150,000 Performance Rights (approved at 2010 AGM subject to performance hurdles – refer Notice of Meeting) 35,977 deferred shares will be allocated to Mr Kelaher in 2013 subject to a “look back” occurring in August 2013.
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 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.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A

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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
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

+ See chapter 19 for defined terms.