

Level 47, 120 Collins Street
Melbourne VIC 3000
PO Box 24011
Melbourne VIC 3001

T +613 9017 8600
F +613 9017 8690
Freecall 1800 679 541
www.leggmason.com.au

Legg Mason Asset Management Australia Limited, ABN 76 004 835 846, AFSL No. 240827

LEGG MASON

GLOBAL ASSET MANAGEMENT

To: ASX Company Announcements Platform
From: Legg Mason Asset Management Australia Limited

IOOF Holdings Ltd

Fax: 1300 135 638 / 02 9028 5938
Fax: 03 9017 8665

Phone: 03 9017 8600

Pages (Including cover): 10
Date: 7th September 2015

Re: Submission of Form 604: IOOF Holdings Ltd

☐ Urgent ☐ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

If you do not receive all pages, please telephone on 613 9017 8600.

This fax is confidential and may be privileged. If you are not the intended recipient, please take note that any disclosure, copying, distribution or use of the contents of this fax is strictly prohibited. Please notify the sender immediately by telephone.

Notes:

Please find following Form 604 – Notice of change of interest of substantial shareholder
by Legg Mason Asset Management Australia Limited

Notice of change of interest of substantial shareholder

Form 604
Corporations Law
Section 671B

To: IOOF Holdings Ltd
 Level 29, 303 Collins Street
 MELBOURNE VIC 3000

1. Details of substantial shareholder

Legg Mason Asset Management Limited (ABN 76 004 838 849) and each of the bodies corporate listed in Annexure A

There was a change in the interests of the substantial holder on 3rd September 2015

The previous notice was given to the company on 1st April 2015

The previous notice was dated 30th March 2015

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's vote	Voting Power	Person's vote	Voting Power
IFL Fully Paid Ordinary Shares	15,237,777	5.08%	18,314,381	6.10%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
3 September 2015	Legg Mason Asset Management Australia Limited	See Annexure B			

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest and Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities affected
Legg Mason Asset Management Australia Limited	RBC Investor & Treasury Services	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	847,577 IFL Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	The Bank of New York Mellon (BNYM)	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	1,472,176 IFL Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	National Custodian Services (NCS)	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	1,067,034 IFL Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	Banque Nationale de Paris (BNP)	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	1,863,334 IFL Fully Paid Ordinary
Legg Mason Asset Management Australia Limited	Citi	Shares were acquired pursuant to contracts entered into in the	12,950,431 IFL Fully Paid Ordinary

		ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	
Legg Mason Asset Management Australia Limited	JP Morgan	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	102,281 IFL Fully Paid Ordinary
Royce & Associates, LLC	State Street	Shares were acquired pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange containing no terms and conditions other than standard terms and conditions	11,528 IFL Fully Paid Ordinary

5. Changes in associates

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company of scheme are as follows:

Name and ACN/ABN (if applicable)	Nature of association

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Nature of association
Legg Mason Asset Management Australia Limited	Level 47, 120 Collins Street, Melbourne VIC 3000

Dated this 7th day of September 2015



Rino Lupo
Legg Mason Asset Management Australia Limited

ANNEXURE A

Legg Mason, Inc. Subsidiaries

Name of Undertaking	Nature of Close Link
Legg Mason, Inc.	Parent Undertaking
Legg Mason & Co., LLC	Subsidiary of Parent Undertaking
Legg Mason Asset Management Australia Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management Hong Kong Limited	Subsidiary of Parent Undertaking
Legg Mason Asset Management (Japan) Co., Ltd.	Subsidiary of Parent Undertaking
Legg Mason Asset Management Singapore Pte. Limited	Subsidiary of Parent Undertaking
Legg Mason Charitable Foundation, Inc.	Subsidiary of Parent Undertaking
Legg Mason International Equities (Hong Kong) Limited	Subsidiary of Parent Undertaking
Legg Mason International Equities Limited	Subsidiary of Parent Undertaking
Legg Mason Investment Funds Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Europe) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Ireland) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Luxembourg) S.A.	Subsidiary of Parent Undertaking
Legg Mason Investments (Taiwan) Limited	Subsidiary of Parent Undertaking
Legg Mason Investments (Switzerland) GmbH	Subsidiary of Parent Undertaking
Legg Mason Political Action Committee ("PAC")	Subsidiary of Parent Undertaking
Legg Mason Towarzystwo Funduszy Inwestycyjnych Spolka Akcyjna	Subsidiary of Parent Undertaking
Brandywine (UK) Holdings Limited	Subsidiary of Parent Undertaking
The Baltimore Company	Subsidiary of Parent Undertaking
Legg Mason & Co (UK) Limited	Subsidiary of Parent Undertaking
Legg Mason Canada Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Commercial Real Estate Services, Inc.	Subsidiary of Parent Undertaking
Legg Mason Funding Ltd	Subsidiary of Parent Undertaking
Legg Mason Global Holdings Ltd	Subsidiary of Parent Undertaking
Legg Mason Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings, LLC	Subsidiary of Parent Undertaking
Legg Mason International Holdings (Cayman) Limited	Subsidiary of Parent Undertaking
Legg Mason (Chile) Inversiones Holding Limitada	Subsidiary of Parent Undertaking
Legg Mason Investments Holdings Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Management Services Limited	Subsidiary of Parent Undertaking
Legg Mason Investments Nominees Limited	Subsidiary of Parent Undertaking

ANNEXURE A

Legg Mason (UK) Holdings Limited	Subsidiary of Parent Undertaking
Legg Mason Real Estate Securities Advisors, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Group, Inc.	Subsidiary of Parent Undertaking
Legg Mason Realty Partners, Inc.	Subsidiary of Parent Undertaking
Legg Mason Tower, Inc.	Subsidiary of Parent Undertaking
LM BAM, Inc.	Subsidiary of Parent Undertaking
LM (BVI) Limited	Subsidiary of Parent Undertaking
LM Capital Support V, LLC	Subsidiary of Parent Undertaking
LM Holdings Limited	Subsidiary of Parent Undertaking
LM Holdings 2 Limited	Subsidiary of Parent Undertaking
LM International Holding LP	Subsidiary of Parent Undertaking
LM Tower, LLC	Subsidiary of Parent Undertaking
LMI Nominees Limited	Subsidiary of Parent Undertaking
Nova Scotia Company	Subsidiary of Parent Undertaking
Barrett Associates, Inc.	Subsidiary of Parent Undertaking
Brandywine Global Investment Management, LLC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Canada), ULC	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Europe) Limited	Subsidiary of Parent Undertaking
Brandywine Global Investment Management (Asia) Pte. Limited	Subsidiary of Parent Undertaking
ClearBridge, LLC	Subsidiary of Parent Undertaking
ClearBridge Investments, LLC	Subsidiary of Parent Undertaking
ClearBridge Management Holdings LLC	Subsidiary of Parent Undertaking
Legg Mason ClearBridge Holdings LLC	Subsidiary of Parent Undertaking
Legg Mason Fund Asset Management, Inc.	Subsidiary of Parent Undertaking
Legg Mason Investor Services, LLC	Subsidiary of Parent Undertaking
Legg Mason Partners Fund Advisor, LLC	Subsidiary of Parent Undertaking
Legg Mason Private Portfolio Group, LLC	Subsidiary of Parent Undertaking
LM Pelican Holdings, L.P.	Subsidiary of Parent Undertaking
LMM, LLC	Subsidiary of Parent Undertaking
LMOBC, Inc.	Subsidiary of Parent Undertaking
LMP Select, LLC	Subsidiary of Parent Undertaking
Martin Currie Investment Management Limited	Subsidiary of Parent Undertaking
Martin Currie Fund Management Limited	Subsidiary of Parent Undertaking
Martin Currie Asia PTE Limited	Subsidiary of Parent Undertaking
Martin Currie Inc.	Subsidiary of Parent Undertaking
Martin Currie Investor Services Inc.	Subsidiary of Parent Undertaking
Permal Asset Management LLC	Subsidiary of Parent Undertaking
Permal Capital Management LLC	Subsidiary of Parent Undertaking
Permal (PGI) LLC	Subsidiary of Parent Undertaking
Permal Group Limited	Subsidiary of Parent Undertaking

ANNEXURE A

Permal (Hong Kong) Limited	Subsidiary of Parent Undertaking
Permal Investment Management Services Limited	Subsidiary of Parent Undertaking
Permal (Isle of Man) Limited	Subsidiary of Parent Undertaking
Permal (Japan) K.K.	Subsidiary of Parent Undertaking
Permal (Singapore) Pte. Limited	Subsidiary of Parent Undertaking
QS Batterymarch Financial Management, Inc.	Subsidiary of Parent Undertaking
QS Investors Fund Management, LLC	Subsidiary of Parent Undertaking
QS Investors Holdings, LLC	Subsidiary of Parent Undertaking
QS Investors, LLC	Subsidiary of Parent Undertaking
QS Legg Mason Global Asset Allocation, LLC	Subsidiary of Parent Undertaking
Royce & Associates, LLC	Subsidiary of Parent Undertaking
Royce Fund Services, Inc.	Subsidiary of Parent Undertaking
Royce Management Company, LLC	Subsidiary of Parent Undertaking
The Saint James Bank and Trust Company Ltd	Subsidiary of Parent Undertaking
Western Asset Management Company	Subsidiary of Parent Undertaking
Western Asset Management Company Ltd- Japan	Subsidiary of Parent Undertaking
Western Asset Management Company Limited- UK	Subsidiary of Parent Undertaking
Western Asset Management Company Pty Ltd- Australia	Subsidiary of Parent Undertaking
Western Asset Management Company Distribuidora de Titulos E Valores Mobiliarios Limitada	Subsidiary of Parent Undertaking
Western Asset Management Company Pte. Ltd.- Singapore	Subsidiary of Parent Undertaking
Batterymarch Asia GP, LTD	Subsidiary of Parent Undertaking
BGIM Capital Management, LLC	Subsidiary of Parent Undertaking
BMML, Inc.	Subsidiary of Parent Undertaking
Fauchier Partners Limited	Subsidiary of Parent Undertaking
Fauchier Partners Management Company Limited	Subsidiary of Parent Undertaking
Gray Seifert & Company, LLC	Subsidiary of Parent Undertaking
LM Asset Services, LLC	Subsidiary of Parent Undertaking
Martin Currie (Holdings) Limited	Subsidiary of Parent Undertaking
Martin Currie Limited	Subsidiary of Parent Undertaking
Martin Currie (Bermuda) Limited	Subsidiary of Parent Undertaking
China Healthcare GP Limited	Subsidiary of Parent Undertaking
China Development Capital GP Limited	Subsidiary of Parent Undertaking
Martin Currie Absolute Return Fund GP Limited	Subsidiary of Parent Undertaking
Moorgate Investment Management Limited (Dormant)	Subsidiary of Parent Undertaking
Martin Currie Trustees Limited (Dormant)	Subsidiary of Parent Undertaking

ANNEXURE A

Pelican Holdings I, LLC	Subsidiary of Parent Undertaking
Pelican Holdings II, LLC	Subsidiary of Parent Undertaking
Permal Business Consulting (Beijing) Company Limited	Subsidiary of Parent Undertaking
Permal Capital Holdings LLC	Subsidiary of Parent Undertaking
Permal Cayman International Limited Partnership	Subsidiary of Parent Undertaking
Permal MEP Cayman LP	Subsidiary of Parent Undertaking
Permal Group LLC	Subsidiary of Parent Undertaking
Permal Group Holdings, LLC	Subsidiary of Parent Undertaking
Permal Group Holdings Ltd.	Subsidiary of Parent Undertaking
Permal Group SAS	Subsidiary of Parent Undertaking
Permal Investment Consulting (Shanghai) Ltd.	Subsidiary of Parent Undertaking
Permal UK Ltd.	Subsidiary of Parent Undertaking
Saintco Ltd.	Subsidiary of Parent Undertaking
SJBTC Ltd.	Subsidiary of Parent Undertaking
W&P Fund Services	Subsidiary of Parent Undertaking
Western Asset Holdings (Australia) Pty Ltd.	Subsidiary of Parent Undertaking
Western Asset Management (Brazil) Holdings Limitada	Subsidiary of Parent Undertaking
Western Asset Management (Cayman) Holdings Limited	Subsidiary of Parent Undertaking
Western Asset Management (UK) Holdings Limited	Subsidiary of Parent Undertaking

ANNEXURE B

**Legg Mason Asset Management Australia Limited -
IFL Transactions 31 March 2015 - 3 September 2015**

Trade Date	Trade	Quantity	Price	Class
09/03/15	S	17153	8.6251	Fully Paid Ordinary
09/03/15	B	53336	8.6561	Fully Paid Ordinary
09/03/15	B	153951	8.6561	Fully Paid Ordinary
09/02/15	B	266661	8.8395	Fully Paid Ordinary
08/27/15	S	12233	8.9425	Fully Paid Ordinary
08/26/15	S	11948	8.8206	Fully Paid Ordinary
08/25/15	S	26526	8.7919	Fully Paid Ordinary
08/21/15	B	6755	8.9294	Fully Paid Ordinary
08/18/15	S	24987	9.29	Fully Paid Ordinary
08/17/15	B	14901	9.3152	Fully Paid Ordinary
08/10/15	S	126242	9.3483	Fully Paid Ordinary
08/06/15	S	12149	9.4296	Fully Paid Ordinary
07/29/15	B	28736	9.1524	Fully Paid Ordinary
07/29/15	B	46237	9.1524	Fully Paid Ordinary
07/23/15	S	14309	9.0544	Fully Paid Ordinary
07/21/15	B	5296	8.8141	Fully Paid Ordinary
07/21/15	B	44942	8.7797	Fully Paid Ordinary
07/21/15	B	26918	8.7797	Fully Paid Ordinary
07/21/15	B	19515	8.8141	Fully Paid Ordinary
07/21/15	B	7304	8.7797	Fully Paid Ordinary
07/21/15	B	13051	8.7797	Fully Paid Ordinary
07/21/15	B	9461	8.8141	Fully Paid Ordinary
07/10/15	S	53657	8.4193	Fully Paid Ordinary
07/02/15	B	25158	9.2264	Fully Paid Ordinary
06/29/15	B	324238	8.9911	Fully Paid Ordinary
06/29/15	B	75684	8.9911	Fully Paid Ordinary
06/26/15	B	1465	9.26	Fully Paid Ordinary
06/26/15	B	313	9.16	Fully Paid Ordinary
06/26/15	B	72252	9.2209	Fully Paid Ordinary
06/26/15	B	309531	9.2209	Fully Paid Ordinary
06/22/15	B	539675	9.25	Fully Paid Ordinary
06/19/15	B	12008	10.6438	Fully Paid Ordinary
06/12/15	B	3191	10.66	Fully Paid Ordinary
06/10/15	S	52100	10.4802	Fully Paid Ordinary
06/10/15	B	5103	10.4779	Fully Paid Ordinary
06/10/15	B	52100	10.4802	Fully Paid Ordinary
06/03/15	B	173738	10.6899	Fully Paid Ordinary
06/02/15	B	148936	10.6692	Fully Paid Ordinary
06/01/15	B	202003	10.7675	Fully Paid Ordinary
06/01/15	B	238	10.69	Fully Paid Ordinary
05/29/15	B	4515	10.82	Fully Paid Ordinary
05/29/15	B	108852	10.871	Fully Paid Ordinary
05/26/15	S	32535	10.7049	Fully Paid Ordinary
05/26/15	S	14876	10.7049	Fully Paid Ordinary
05/26/15	S	46527	10.7049	Fully Paid Ordinary
05/26/15	S	8197	10.7049	Fully Paid Ordinary
05/18/15	S	1218	10.39	Fully Paid Ordinary
05/11/15	S	183652	0	Fully Paid Ordinary
05/08/15	B	90110	10.0524	Fully Paid Ordinary
05/07/15	B	214874	9.9702	Fully Paid Ordinary
05/05/15	B	41561	10.3064	Fully Paid Ordinary
05/05/15	B	10857	10.3064	Fully Paid Ordinary

05/05/15	B	19697	10.3064	Fully Paid Ordinary
05/05/15	B	108593	10.3064	Fully Paid Ordinary
05/01/15	S	31688	10.0569	Fully Paid Ordinary
05/01/15	S	145090	10.0569	Fully Paid Ordinary
05/01/15	S	159817	10.0569	Fully Paid Ordinary
05/01/15	S	150971	10.0569	Fully Paid Ordinary
05/01/15	S	32145	10.0569	Fully Paid Ordinary
04/30/15	S	7297	10.0924	Fully Paid Ordinary
04/30/15	S	36278	10.0924	Fully Paid Ordinary
04/30/15	S	32936	10.0924	Fully Paid Ordinary
04/30/15	S	7193	10.0924	Fully Paid Ordinary
04/30/15	S	34271	10.0924	Fully Paid Ordinary
04/30/15	B	12893	10.0952	Fully Paid Ordinary
04/30/15	S	2973	10.0938	Fully Paid Ordinary
04/30/15	S	12893	10.0952	Fully Paid Ordinary
04/29/15	S	4689	10.2274	Fully Paid Ordinary
04/23/15	B	872522	9.806	Fully Paid Ordinary
04/23/15	B	14737	9.8033	Fully Paid Ordinary
04/23/15	S	253460	9.806	Fully Paid Ordinary
04/23/15	S	53966	9.806	Fully Paid Ordinary
04/23/15	S	268310	9.806	Fully Paid Ordinary
04/23/15	S	243587	9.806	Fully Paid Ordinary
04/23/15	S	53199	9.806	Fully Paid Ordinary
04/17/15	S	13324	10.1747	Fully Paid Ordinary
04/17/15	B	13324	10.1747	Fully Paid Ordinary
04/17/15	B	196788	10.1809	Fully Paid Ordinary
04/15/15	B	31710	10.3641	Fully Paid Ordinary
04/15/15	B	207229	10.3641	Fully Paid Ordinary
04/10/15	B	26217	10.595	Fully Paid Ordinary
04/09/15	B	100000	10.5176	Fully Paid Ordinary
04/09/15	B	25651	10.5214	Fully Paid Ordinary
04/08/15	B	36225	10.4133	Fully Paid Ordinary
04/08/15	B	16182	10.4133	Fully Paid Ordinary
04/08/15	B	105948	10.44	Fully Paid Ordinary
04/08/15	B	8561	10.4133	Fully Paid Ordinary
04/08/15	S	34809	10.3457	Fully Paid Ordinary
04/02/15	B	203754	10.3368	Fully Paid Ordinary
03/31/15	B	10740	10.3031	Fully Paid Ordinary
03/31/15	B	124582	10.3031	Fully Paid Ordinary
03/31/15	B	44990	10.3037	Fully Paid Ordinary