

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: HFA Holdings Limited
ACN: 101 585 737
ASX Code: HFA

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 14/12/2016
The previous notice was given to the company on: 17/11/2016
The previous notice was dated: 15/11/2016

2. Previous and present voting power

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

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	13,851,016	8.542%	15,726,744	9.698%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
21/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 525,531.78	247,077	247,077
25/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 1,025,591.75	496,773	496,773

8/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 1,619,414.98	806,450	806,450
9/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 70,510.36	33,573	33,573
12/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 17,685.71	8,324	8,324
13/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 383.64	174	174
14/12/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 170,977.38	77,762	77,762

4. Present Relevant Interests

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

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Value Management Limited (ACN 090 879 904)	NAB Asset Servicing		Investment Manager	7,010,836	7,010,836
Perennial Value Management Limited (ACN 090 879 904)	JP Morgan		Investment Manager	3,085,568	3,085,568
Perennial Value Management Limited (ACN 090 879 904)	Citigroup		Investment Manager	1,677,347	1,677,347
Perennial Value Management Limited (ACN 090 879 904)	BNP		Investment Manager	3,934,386	3,934,386
IOOF Investment Management Limited (ACN 066 695 021)	BNP		Investment Manager	18,607	18,607

5. Changes in association

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 or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Value Management Limited	Level 27, 88 Phillip Street Sydney NSW 2000
HFA Holdings Limited	Level 5, 151 Macquarie Street Sydney, NSW Australia 2000