

# 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.

<b>Name of entity</b> nib holdings ltd
<b>ABN</b> 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.

<b>Name of Director</b>	Mark Fitzgibbon
<b>Date of last notice</b>	21 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>	N/A
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
<b>Date of change</b>	N/A
<b>No. of securities held prior to change</b>	N/A
<b>Class</b>	N/A
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
<b>No. of securities held after change</b>	N/A

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>N/A</p>
--	------------

**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.

<p><b>Detail of contract</b></p>	<p>nib's Long Term Incentive Plan ("LTIP")</p>
<p><b>Nature of interest</b></p>	<p>Performance Rights granted pursuant to the Terms and Conditions and Rules of the nib LTIP. If the Performance Rights vest, the Director is entitled to be allocated one ordinary share for each right.</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>N/A</p>
<p><b>Date of change</b></p>	<p>22 December 2014</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>217,546 Performance Rights held under the FY12 – FY15 LTIP which may vest on 1 September 2015 – if 100% vest, 217,546 ordinary shares will be allocated</p> <p>331,765 Performance Rights held under the FY13 – FY16 LTIP which may vest on 1 September 2016 – if 100% vest, 331,765 ordinary shares will be allocated</p> <p>273,786 Performance Rights held under the FY14 – FY17 LTIP which may vest from 1 September 2017 – if 100% vest, 273,786 ordinary shares will be allocated.</p>
<p><b>Interest acquired</b></p>	<p>234,714 Performance Rights under the FY15 to FY18 LTIP</p>
<p><b>Interest disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$nil – At the 29 October 2014 Annual General Meeting of nib holdings limited, shareholder approval was received for the participation of Mark Fitzgibbon in nib's LTIP for one financial year from 1 July 2014. Further details are included in the 26 September 2014 ASX Announcement –Notice of Meeting/Proxy Form.</p>

+ See chapter 19 for defined terms.

<b>Interest after change</b>	<p>217,546 Performance Rights held under the FY12 – FY15 LTIP which may vest on 1 September 2015 – if 100% vest, 217,546 ordinary shares will be allocated</p> <p>331,765 Performance Rights held under the FY13 – FY16 LTIP which may vest from 1 September 2016 – if 100% vest, 331,765 ordinary shares will be allocated.</p> <p>273,786 Performance Rights held under the FY14 – FY17 LTIP which may vest from 1 September 2017 – if 100% vest, 273,786 ordinary shares will be allocated.</p> <p>234,714 Performance Rights held under the FY15 - FY18 LTIP which may vest from 1 September 2018 – of 100% vest, 234,714 ordinary shares will be allocated.</p>
------------------------------	--

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above trading 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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

---

+ See chapter 19 for defined terms.