

## **Tatts shareholders approve scheme of arrangement for merger with Tabcorp**

Tatts Group Limited (**Tatts Group**) is pleased to announce that Tatts shareholders today voted in favour of the proposal by Tabcorp Holdings Limited (**Tabcorp**) to acquire 100% of the issued capital of Tatts by way of a scheme of arrangement (**Scheme**).

### **Results of Scheme Meeting**

In accordance with Listing Rule 3.13.2, Tatts advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting at Annexure E of the Scheme Booklet dated 8 September 2017, was passed by the requisite majorities of Tatts shareholders at the Scheme Meeting held earlier today.

In summary:

- 95.55% of Tatts shareholders present at the Scheme Meeting (in person or by proxy) voted in favour of the resolution; and
- 98.64% of the votes cast by Tatts shareholders present at the Scheme Meeting (in person or by proxy) were in favour of the resolution.

Details of the valid proxies received and votes cast, as required by section 251AA of the Corporations Act, are set out in the attached voting summary.

### **Second Court hearing**

Tatts has applied to the Supreme Court of Victoria for approval of the Scheme at a hearing scheduled for 13 December 2017. Tatts will announce the Court's ruling to ASX, and should the Court approve the Scheme and the Scheme become effective, it is intended that Tatts shares will be suspended from trading on ASX from the close of trading on 13 December 2017.

### **Special Dividend**

The Tatts Board has determined to pay a fully franked special dividend of 16 cents per Tatts share, subject to the Scheme becoming effective.

If the Scheme does not become effective, then no special dividend will be paid.

Subject to the Scheme becoming effective, the Scheme cash consideration of 42.5 cents per Tatts share will be reduced by the cash value of the special dividend paid (being 16 cents per Tatts share).

## Next Steps

<b>Event</b>	<b>Expected date<sup>1</sup></b>
Second Court Date for approval of the Scheme	13 December 2017
Effective Date of the Scheme (Court orders lodged with ASIC; Tatts shares suspended on ASX from close of trading)	13 December 2017
New Tabcorp Shares expected to commence trading on ASX on a deferred settlement basis	14 December 2017
Special Dividend Record Date	15 December 2017
Special Dividend Payment Date	19 December 2017
Scheme Record Date (for determining entitlement to Scheme Consideration)	19 December 2017
Scheme Implementation Date	22 December 2017
New Tabcorp Shares expected to commence trading on ASX on an ordinary (T+2) settlement basis	27 December 2017

Tatts shareholders can obtain further information in relation to the Scheme Booklet, Supplementary Scheme Booklet or the Proposed Merger by calling the Tatts shareholder information line on 1300 648 141 (callers within Australia) or +61 3 9415 4127 (callers outside Australia) on business days between 8.30am and 5.30pm (AEDT).

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<sup>1</sup> All dates are indicative only and subject to change.

Present and Voting			Voted For the Resolution			Voted Against the Resolution		
How Present	No. of Shareholders	Shares Represented	No. of Shareholders	Shares Represented		No. of Shareholders	Shares Represented	
				No.	%		No.	%
<b>In Person</b>	136	14,249,642	126	10,684,420	74.98%	10	3,565,222	25.02%
<b>By Proxy</b>	10,562	844,285,363	10,096	836,210,884	99.04%	466	8,074,479	0.96%
<b>Total</b>	10,698	858,535,005	10,222	846,895,304	98.64%	476	11,639,701	1.36%