

15 September 2017

Australian Securities Exchange
Companies Announcements Platform
20 Bridge Street
Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

The following documents are transmitted for lodgement:

1. Notice of Annual General Meeting; and
2. Proxy Form.

These documents are scheduled to be despatched to shareholders on 18 September 2017 with the final dividend statement.

Fiona Mead
Company Secretary

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Tabcorp Holdings Limited	Level 21, Tower 2 727 Collins Street Melbourne VIC 3008	GPO Box 1943 Melbourne VIC 3001	tabcorp.com.au ABN 66 063 780 709
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ANNUAL GENERAL MEETING 2017



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Dear Shareholder,

I am pleased to invite you to the 2017 Annual General Meeting of Tabcorp Holdings Limited (Tabcorp), which will be held at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne on Friday, 27 October 2017 at 10.00am (AEDT). Enclosed is a Notice of Annual General Meeting and Explanatory Notes detailing the business to be considered at the meeting, a personalised proxy form and a reply paid return envelope.

If you plan to attend the meeting, please bring the enclosed proxy form with you. The proxy form sets out your registration details and will enable prompt registration on your arrival.

At the meeting, we will provide an overview of Tabcorp's performance in respect of the 2017 financial year, and provide an update on matters important to Tabcorp, and its shareholders and stakeholders. There will be opportunities for shareholders and proxies to ask questions regarding each agenda item, and about Tabcorp's performance and the Annual Report 2017.

The meeting will be webcast live on Tabcorp's website **www.tabcorp.com.au**, and will be archived on this website for later viewing.

Appoint a proxy for the meeting

You may appoint a proxy to vote on your behalf at the meeting, particularly if you are unable to attend the meeting. You can appoint a proxy by:

- using the share registry's website **www.linkmarketservices.com.au**; or
- completing the enclosed proxy form and returning it in accordance with the instructions on the proxy form, preferably by facsimile on (02) 9287 0309 or in the envelope provided.

Proxy appointments must be received by 10.00am (AEDT) on Wednesday 25 October 2017 to be valid for the meeting.

Director elections

At this year's meeting, Dr Zygmunt Switkowski is standing for re-election, and Mr Bruce Akhurst and Ms Vicki McFadden will stand for election, having formally commenced as Directors in July 2017.

Mrs Jane Hemstrich has decided to retire from the Board at the conclusion of the meeting, after serving as a Non Executive Director since 2008 and as Chairman of the Board Audit, Risk and Compliance Committee since 2011. On behalf of the Board, I thank Mrs Hemstrich for her valuable contributions and service to Tabcorp.

Annual Report

Tabcorp published its Annual Report 2017 on 4 August 2017, at the same time as it released its financial year results. This enabled shareholders and other stakeholders to receive this important information in a timely manner. Tabcorp's Annual Reports are available online from the Company's website **www.tabcorp.com.au** under the Investors > Annual Reports page.

Update your registered details

To update your registered shareholder details, please access the share registry's website **www.linkmarketservices.com.au**, scan the QR Code opposite, or call (+61) 1300 665 661. You can use the online share registry facility to update your communications preferences, provide bank account details to receive dividend payments, elect not to receive a hard copy Annual Report, access past dividend statements, lodge a proxy for the Annual General Meeting, and perform many other transactions and enquiries.

Thank you for your continued support of Tabcorp. My fellow Directors and I look forward to welcoming you to the Annual General Meeting.

Yours faithfully,



Paula J Dwyer
Chairman



Login to lodge your
proxy or update
your details



NOTICE OF ANNUAL GENERAL MEETING

Tabcorp Holdings Limited
ABN 66 063 780 709
Level 21, Tower 2, 727 Collins Street
Docklands 3008 Australia

Notice is hereby given that the Annual General Meeting of the members of Tabcorp Holdings Limited (the 'Company' or 'Tabcorp') will be held at 10.00am (AEDT) on Friday, 27 October 2017 at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne, Victoria.

AGENDA

Item 1 – Financial and Other Reports

To receive and consider the Financial Report and the Reports of the Directors and of the Auditor in respect of the year ended 30 June 2017.

Item 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That the Remuneration Report (which forms part of the Directors' Report) in respect of the year ended 30 June 2017 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Item 3 – Grant of Performance Rights to Managing Director and Chief Executive Officer

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That approval be given to the grant to the Managing Director and Chief Executive Officer of the Company, Mr David Attenborough, of that number of Performance Rights determined based on the formula \$2,500,000 divided by the volume weighted average price of Tabcorp shares traded on the ASX over the five trading days up to but not including the date of the 2017 Annual General Meeting, under the Tabcorp Long Term Performance Plan and on the basis described in the Explanatory Notes to the Notice convening this meeting.'

Item 4 – Election and Re-election of Directors

(a) Election of Mr Bruce Akhurst as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'To elect as a Director of the Company Mr Bruce Akhurst who, having been appointed to the Board since the last Annual General Meeting of the Company, retires and, being eligible, offers himself for election.'

(b) Election of Ms Vickki McFadden as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'To elect as a Director of the Company Ms Vickki McFadden who, having been appointed to the Board since the last Annual General Meeting of the Company, retires and, being eligible, offers herself for election.'

(c) Re-election of Dr Zygmunt Switkowski as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'To re-elect as a Director of the Company Dr Zygmunt Switkowski who, being a Director of the Company, retires and, being eligible, offers himself for re-election.'

Item 5 – Granting of a guarantee by Intecq Limited and provision of other financial assistance in relation to the Company's acquisition of Intecq Limited

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by Intecq Limited and its subsidiaries (each a subsidiary of the Company) in connection with the acquisition by Tabcorp Gaming Holdings Pty Ltd of Intecq Limited, as described in Item 5 of the Explanatory Notes to the Notice convening this meeting.'

Item 6 – Granting of a guarantee by Tatts Group Limited and provision of other financial assistance in relation to the Company's proposed acquisition of Tatts Group Limited

To consider and, if thought fit, pass the following resolution as a special resolution:

'That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth), approval is given for Tatts Group Limited and its subsidiaries to grant a guarantee and indemnity (at a time when each of those entities is a subsidiary of the Company) as well as provide other financial assistance in connection with the proposed acquisition by Tabcorp Holdings Limited of all the ordinary shares in Tatts Group Limited, as described in Item 6 of the Explanatory Notes to the Notice convening this meeting.'

Voting exclusions for items 2 and 3: Details of the voting exclusions applicable to these resolutions are set out in the 'Voting Exclusions' section of the Notes on Voting (see pages 4 and 5).

By Order of the Board



Fiona Mead
Company Secretary

Dated: 18 September 2017

NOTES ON VOTING

Voting at the Annual General Meeting

1. The Company has determined that, for the purpose of voting at the Annual General Meeting, all shares in the Company will be taken to be held by those persons recorded in the Company's Register of Members as at 7pm (AEDT) on 25 October 2017.
2. On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

Voting Exclusions

The Corporations Act 2001 (Cth) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on two of the resolutions to be considered at the Annual General Meeting. These voting exclusions are described below.

Item 2 – Adoption of Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on the resolution on item 2:

- by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, or any of their closely related parties, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

Item 3 – Grant of Performance Rights to Managing Director and Chief Executive Officer

Votes may not be cast, and the Company will disregard any votes cast, on the resolution on item 3:

- by any Director who is eligible to participate in the Tabcorp Long Term Performance Plan, or any of their associates, regardless of the capacity in which the votes are cast; or
- by any person who is a KMP member as at the time the resolution is voted on at the Annual General Meeting, or any of their closely related parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:

- in accordance with a direction in the proxy appointment; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

For the purposes of these voting exclusions:

- The **KMP** (or **key management personnel**) are those persons having authority and responsibility for planning, directing and controlling the activities of the Tabcorp consolidated group, either directly or indirectly. It includes all Directors (executive and non executive) and selected members of the Senior Executive Leadership Team reporting to the Managing Director and Chief Executive Officer. The key management personnel for the Tabcorp consolidated group during the year ended 30 June 2017 are listed in section 5 of the Remuneration Report for the year ended 30 June 2017.
- A 'closely related party' of a member of the key management personnel for the Tabcorp consolidated group means:
 - a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependant of the member or of the member's spouse; or
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
 - a company the member controls.

The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the Annual General Meeting under a power of attorney, as if they were appointed as a proxy.

Voting by Proxy

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies.
2. A proxy may be either an individual or a corporation. Should a shareholder appoint a corporation as its proxy, that corporation will need to ensure that it follows the procedures set out below to appoint an individual as its corporate representative to exercise its powers at the Annual General Meeting.
3. Where two proxies are appointed, neither may vote on a show of hands, and each proxy should be appointed to exercise a specified proportion or number of the shareholder's votes. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes. An additional proxy form will be supplied by the Company's Share Registry, Link Market Services Limited, on request for the purpose of appointing a second proxy.
4. In the case of joint shareholders, the proxy form must be signed by either one or all of the joint shareholders.
5. If the shareholder is a corporation, then the proxy form may be executed under its common seal, or by two directors, or a director and a company secretary, of the corporation. If there is a sole director who is also the sole secretary, then the proxy form may be signed by that person. If there is a sole director and no company secretary, then the sole director may sign alone.

6. If a proxy form is signed on behalf of an individual or a corporation under power of attorney, the power of attorney under which the proxy form is signed, or a certified copy of that power of attorney, must accompany the proxy form unless the power of attorney has previously been noted by the Company's Share Registry.
7. A proxy need not be a shareholder of the Company.
8. Where a proxy holds two or more appointments that specify different ways to vote on a resolution, the proxy must not vote in that capacity on a show of hands on that resolution.
9. A proxy need not vote in that capacity on a show of hands on any resolution nor (unless the proxy is the Chairman of the Annual General Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a resolution, and the proxy decides to vote in that capacity on that resolution, the proxy must vote the way specified (subject to the other provisions of these Notes on Voting, including the voting exclusions noted above).
10. If a proxy does not attend the Annual General Meeting, then the Chairman of the Annual General Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the Annual General Meeting. In addition, if a proxy attends the Annual General Meeting and the proxy's appointment specifies the way to vote on a resolution, but the proxy does not vote on that resolution on a poll, then the Chairman of the Annual General Meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the poll on that resolution.
11. If the Chairman of the Annual General Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these Notes on Voting, including the voting exclusions noted above).
12. To be effective, proxy appointments must be made online via the Company's Share Registry website as set out below, or proxy forms must be received by the Company's Share Registry at an address or the facsimile number below (or alternatively proxy forms must be received by the Company at the Company's registered office, Level 21, Tower 2, 727 Collins Street, Docklands, Victoria 3008, or at the facsimile number +61 2 9287 0309):

Online at www.investorcentre.linkmarketservices.com.au
(Choose Tabcorp Holdings Limited from the drop down menu, enter the holding details as shown on the proxy form, and follow the instructions provided to appoint a proxy. Shareholders will be taken to have signed their proxy form if they make their proxy appointment in accordance with the instructions on the website.)



By Facsimile
+61 2 9287 0309

By Mail
Tabcorp Holdings Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South, NSW 1235

By Hand
Link Market Services Limited
Level 12
680 George Street
Sydney, NSW 2000

13. Proxy forms must be received, and proxy appointments made, by 10am (AEDT) on 25 October 2017. Forms received and appointments made after that time will be invalid.
14. A proxy form for the Annual General Meeting accompanies this Notice of Annual General Meeting.

Voting by Corporate Representative

1. A shareholder, or proxy, that is a corporation and entitled to attend and vote at the Annual General Meeting may appoint an individual to act as its corporate representative.
2. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act 2001 (Cth) and be lodged with the Company before the Annual General Meeting or at the registration desk on the day of the Annual General Meeting.
3. If the appointment of a corporate representative is signed under power of attorney, the power of attorney under which the appointment is signed, or a certified copy of that power of attorney, must accompany the appointment unless the power of attorney has previously been noted by the Company's Share Registry.

Voting by Attorney

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint an attorney to attend and vote at the Annual General Meeting on the shareholder's behalf.
2. An attorney need not be a shareholder of the Company.
3. The power of attorney appointing the attorney must be duly signed and specify the name of each of the member, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.
4. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as outlined above for proxy forms.

Restrictions on Voting

The Company's Constitution contains provisions regulating the exercise of voting rights by persons with prohibited shareholding interests in the Company or who otherwise have prohibited relationships with the Company or its subsidiaries. In certain circumstances in connection with such matters, the voting rights of shares held by such persons in the Company may be suspended.

EXPLANATORY NOTES

Item 1 – Financial and Other Reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the Annual General Meeting. There is no requirement for shareholders to approve those reports. However, the Chairman of the Annual General Meeting will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Written questions to the Company's Auditor about:

- the content of the Auditor's Report; and
- the conduct of the audit,

may be submitted no later than Friday, 20 October 2017 to:

The Company Secretary
Tabcorp Holdings Limited
Level 21, Tower 2
727 Collins Street
Docklands, VIC 3008
Email: enquiries@tabcorp.com.au
Facsimile: (03) 9868 2933

Copies of the questions, if any, to the Company's Auditor will be available at the Annual General Meeting and posted on the Tabcorp website (www.tabcorp.com.au).

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company may be submitted to the Company Secretary at the above address at any time prior to the Annual General Meeting.

Item 2 – Adoption of Remuneration Report

Pursuant to the Corporations Act, the Company is required to include in the Directors' Report a detailed Remuneration Report relating to the remuneration of Directors and other key management personnel in the financial year ended 30 June 2017, and submit it for adoption by resolution of shareholders at the Annual General Meeting.

The Directors' Report for the year ended 30 June 2017 contains the Company's Remuneration Report. A copy of the Remuneration Report is set out on pages 47 to 80 of the Annual Report 2017, which can be found on the Tabcorp website (www.tabcorp.com.au).

The Remuneration Report discusses matters including (but not limited to):

- Board policy for determining the remuneration of Directors and executives;
- the relationship between remuneration outcomes and the Company's performance;
- details of the performance conditions associated with the remuneration of the Managing Director and Chief Executive Officer and other executives; and
- certain details prescribed by the Corporations Regulations 2001 (Cth) relating to the remuneration of the Directors and other key management personnel.

It is noted that the shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board recommends that shareholders vote in favour of the resolution on item 2.

Item 3 – Grant of Performance Rights to Managing Director and Chief Executive Officer

Shareholders are being asked to approve the long term equity component of Mr David Attenborough's remuneration package for the financial year ending 30 June 2018, which relates to the proposed grant of Performance Rights, being rights to acquire fully paid ordinary shares in the Company subject to the satisfaction or waiver of certain performance conditions, under the Tabcorp Long Term Performance Plan.

(i) Background

Mr Attenborough commenced employment at Tabcorp in April 2010 as the Chief Executive of the Company's wagering business, and became Tabcorp's Managing Director and Chief Executive Officer in June 2011 following the demerger of the Company's former casinos business.

As the Company's Managing Director and Chief Executive Officer, Mr Attenborough receives fixed remuneration and can earn variable remuneration through short and long term incentive arrangements. Mr Attenborough's remuneration package for the year commencing 1 July 2017 remains unchanged from the prior financial year. The fixed component of his remuneration (inclusive of superannuation) in respect of the year commencing 1 July 2017 is \$1,250,000 per annum. He also participates in a short term performance scheme pursuant to which he will be eligible to receive a variable short term incentive award based on his individual performance and the Company's performance over the annual performance review period. For the year commencing 1 July 2017, Mr Attenborough's short term performance award is equivalent to \$1,250,000 if targets are met, and is deliverable as a combination of cash (50%) and Tabcorp shares (50%) which are subject to a two year service condition and subject to forfeiture and claw back conditions. Further information on the short term incentive component of remuneration is detailed in the Remuneration Report within the Annual Report 2017.

The Company intends that the long term incentive component of Mr Attenborough's remuneration package will involve annual grants of Performance Rights, which would be subject to performance conditions, with the grant of such Performance Rights being subject to obtaining any necessary shareholder approvals at the relevant time.

In respect of the long term incentive component of Mr Attenborough's remuneration for the year commencing 1 July 2017, the Company will, subject to obtaining the necessary shareholder approval, allocate to him that number of Performance Rights determined based on the formula: \$2,500,000 divided by the volume weighted average price of Tabcorp shares traded on the ASX over the five trading days up to but not including 27 October 2017 (the date of the 2017 Annual General Meeting), rounded down to the nearest whole number ('New Performance Rights'). The number of New Performance Rights proposed to be allocated to Mr Attenborough based on this formula will be confirmed at the 2017 Annual General Meeting.

This formula uses a face value methodology, which is based on the volume weighted average market price of Tabcorp shares. This is the same formula used last year to determine the number of Performance Rights allocated to Mr Attenborough. The formula uses an effective outperformance value of the New Performance Rights at the time of allocation of \$2,500,000, which is equivalent to the value if 100% of the New Performance Rights vest at stretch performance levels. The actual value that Mr Attenborough may derive from this allocation of New Performance Rights remains subject to the satisfaction of certain performance conditions, vesting criteria and the Tabcorp share price at the time of vesting.

The performance conditions, performance period, Test Date and other vesting conditions applying to the New Performance Rights will be the same as those that apply to other senior executives participating in the Tabcorp Long Term Performance Plan in respect of the year commencing 1 July 2017, as at 27 October 2017. The key terms relating to the New Performance Rights are as described below. For further information on the Long Term Performance Plan, refer to the Remuneration Report in the Annual Report 2017 on pages 47 to 80.

(ii) Date the securities will be provided

If approved by shareholders, the New Performance Rights will be provided to Mr Attenborough as soon as practicable, and in any event no later than 12 months, after the 2017 Annual General Meeting.

(iii) Maximum number of securities to be provided

The maximum number of New Performance Rights that may be acquired by Mr Attenborough under the Tabcorp Long Term Performance Plan pursuant to the resolution on item 3 is that number arrived at based on the formula in that resolution.

(iv) The price of the securities, vesting conditions and other matters

No exercise price

No amount is payable on the grant of the New Performance Rights.

Underlying shares

For each New Performance Right that vests, Mr Attenborough will be entitled to receive one fully paid ordinary share in the Company.

If the Company undertakes a variation of the issued capital of the Company (such as a capitalisation or rights issue, bonus issue, sub-division, consolidation or reduction of share capital) or certain other corporate actions (such as a demerger or the payment of a special dividend), the Board may vary the performance conditions, adjust the number of Performance Rights or the number of shares the subject of the Performance Rights or issue further Performance Rights (or any combination of these things), in each case subject to the ASX Listing Rules.

Any ordinary shares delivered will have full voting and dividend rights corresponding to the rights of all other ordinary shares in the Company.

Vesting conditions

There will be one test date and no retesting for the New Performance Rights, which may vest on 15 September 2020 (the 'Test Date') subject to the satisfaction of applicable performance conditions (described below). Any New Performance Rights that do not vest on the Test Date will lapse, though the Board does have discretion under the Long Term Performance Plan to lift some or all vesting conditions in special circumstances, such as, but not limited to, death and permanent disablement.

The performance condition which will apply in respect of the grant of the New Performance Rights to Mr Attenborough is relative total shareholder return (the 'Total Shareholder Return Condition'). Whether the performance condition has been met for the New Performance Rights will be determined on the Test Date. In the event of a takeover offer for the Company or any other transaction resulting in a change of control of the Company, the Board is required to determine, in its absolute discretion, the appropriate treatment regarding any unvested Performance Rights.

The Total Shareholder Return Condition measures the Company's total shareholder return ('TSR') ranking against a peer group of companies over the period from 15 September 2017 to the Test Date. The peer group comprises companies in the S&P/ASX 100 index and excluding property trusts, infrastructure groups and mining companies (represented by the S&P Global Industry Classification Standards ('GICS') of Metals & Mining, Oil and Gas, Transportation, Infrastructure, Utilities and Real Estate Investment Trusts). The Board has discretion to adjust the peer group where constituent organisations have had a fundamental change to their capital structure (e.g. mergers) or if they have delisted.

Broadly, TSR measures the return received by shareholders from holding shares in a company over a particular period. TSR is calculated by taking into account the change in a company's share price over the relevant measurement period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period. For the purpose of measuring the change in the Company's share price (and the share price of the peer group of companies) over the relevant measurement period, the Company will use the volume weighted average price

of the relevant entity's ordinary shares traded on the ASX on each of the 20 trading days up to and including 15 September 2017 (in the case of the start of the period) and the Test Date (in the case of the end of the period).

The Company's TSR ranking as against the peer group of companies has been chosen as the performance measure for the New Performance Rights because it directly aligns with the interests of shareholders and reflects performance as measured against the Company's key strategic objective, which is to maximise TSR as compared with TSR for peer companies.

The table below sets out the percentage of the New Performance Rights that will vest depending on the Company's TSR ranking as at the Test Date. The maximum number of New Performance Rights that may vest will accord with the highest measure of the Company's relative TSR ranking on the Test Date.

TSR ranking	Percentage of the Performance Rights that will vest
Below 50th percentile	0%
At 50th percentile	50%
Above the 50th percentile and below the 75th percentile	An additional 2% of Performance Rights will vest for each 1 percentile increase above the 50th percentile
At or above 75th percentile	100%

New Performance Rights that have not vested on the Test Date will ordinarily lapse.

Treatment on cessation of employment

Upon termination of employment, all unvested New Performance Rights will lapse immediately, subject to certain exceptions. Those exceptions are where (in broad terms) Mr Attenborough: (i) retires (as defined in the Plan Rules) (where he will retain a pro rata number of New Performance Rights based on the time served between 15 September 2017 and the Test Date); (ii) is retrenched (where he will retain a pro rata number of New Performance Rights based on the time served between 15 September 2017 and the Test Date, subject to certain exceptions); or (iii) dies or is permanently disabled (where he will retain a pro rata number of New Performance Rights based on the time served between 15 September 2017 and the Test Date, subject to certain exceptions).

(v) Directors who have received securities under the Long Term Performance Plan since the last shareholder approval

Mr David Attenborough is the only Director or associate of a Director who has received securities under the Tabcorp Long Term Performance Plan since the last shareholder approval was given at the Company's Annual General Meeting held on 25 October 2016.

501,002 Performance Rights were issued to Mr David Attenborough on 25 October 2016, following shareholder approval granted at the Company's last Annual General Meeting held on that day.

(vi) Directors who are eligible to participate in the Long Term Performance Plan

Mr Attenborough is presently the only Director entitled to participate in the Long Term Performance Plan.

(vii) No loan scheme

No loan will be provided in connection with the New Performance Rights.

The Board (other than Mr Attenborough) recommends that shareholders vote in favour of the resolution on item 3.

Item 4 – Election and Re-election of Directors

(a) Election of Mr Bruce Akhurst as a Director of the Company

Mr Akhurst joined the Board as a Non Executive Director of the Company in July 2017, following the receipt of all necessary regulatory and ministerial approvals. Under the Constitution of the Company, a Director (other than the Managing Director of the Company) who is appointed by the Board may only hold office until the next general meeting of the Company and is then eligible for election at that meeting. Accordingly, Mr Akhurst retires and, being eligible, offers himself for election as a Director.

Mr Akhurst is the Executive Chairman of Adstream Holdings Pty Ltd and is a Director of private investment company Paul Ramsay Holdings Pty Ltd. He is also Chairman of the Peter MacCallum Cancer Foundation, and a Director of the State Library of Victoria, and a Council Member of RMIT University.

Mr Akhurst was the Chief Executive Officer of Sensis Pty Ltd from 2005 to 2012 and a Director and Chairman of FOXTEL. Mr Akhurst also spent seven years as Group Managing Director and Group General Counsel at Telstra Corporation Limited, and prior to that he was a Partner at Mallesons Stephen Jaques.

Mr Akhurst is a member of the Tabcorp Audit, Risk and Compliance Committee and Tabcorp Nomination Committee.

Mr Akhurst holds a Bachelor of Economics (Honours) and a Bachelor of Laws, and is a Fellow of the Australian Institute of Company Directors ('AICD').

The Board (other than Mr Akhurst) recommends that shareholders vote in favour of the resolution on item 4(a).

(b) Election of Ms Vickki McFadden as a Director of the Company

Ms McFadden joined the Board as a Non Executive Director of the Company in July 2017, following the receipt of all necessary regulatory and ministerial approvals. Under the Constitution of the Company, a Director (other than the Managing Director of the Company) who is appointed by the Board may only hold office until the next general meeting of the Company and is then eligible for election at that meeting. Accordingly, Ms McFadden retires and, being eligible, offers herself for election as a Director.

Ms McFadden is Chairman of Eftpos Payments Australia Limited, a Director of Newcrest Mining Limited and Myer Family Investments Pty Ltd, and President of the Takeovers Panel. She is also a Member of Chief Executive Women and a Member of the Advisory Board and Executive Committee of the UNSW Business School.

Ms McFadden was Chairman of Skilled Group Limited prior to its acquisition by Programmed Maintenance Services Limited in 2015, and was previously a Non Executive Director of Leighton Holdings Limited. Prior to this, she was Managing Director, Investment Banking at Merrill Lynch (Australia) Pty Ltd.

Ms McFadden is Chairman of the Tabcorp Audit, Risk and Compliance Committee and a member of the Tabcorp Nomination Committee.

Ms McFadden holds a Bachelor of Commerce and a Bachelor of Laws, and is a Member of the AICD.

The Board (other than Ms McFadden) recommends that shareholders vote in favour of the resolution on item 4(b).

(c) Re-election of Dr Zygmunt Switkowski as a Director of the Company

Dr Switkowski has been a Non Executive Director of Tabcorp from June 2011. Prior to the demerger of the Company's former casinos business in June 2011, he was a Non Executive Director of Tabcorp from October 2006. In accordance with the ASX Listing Rules and the Constitution of the Company, Dr Switkowski retires and, being eligible, offers himself for re-election as a Director.

Dr Switkowski is Chairman of Suncorp Group Limited and Chairman of NBN Co Limited. He is also a Director of Healthscope Limited, and Chancellor of the RMIT University.

Dr Switkowski is a former Director of Oil Search Limited and former Chairman of the Australian Nuclear Science and Technology Organisation, and former Chairman of Opera Australia.

Dr Switkowski was the Chief Executive Officer and Managing Director of Telstra Corporation Limited from 1999 to 2005, and is a former Chief Executive Officer of Optus Communications.

Dr Switkowski is Chairman of the Tabcorp Remuneration Committee. He is also a member of the Tabcorp Audit, Risk and Compliance Committee and Tabcorp Nomination Committee.

Dr Switkowski holds a Bachelor of Science (Honours), and a PhD (Nuclear Physics). He is a Fellow of the AICD, Australian Academy of Technological Sciences and Engineering, and Australian Academy of Science.

The Board (other than Dr Switkowski) recommends that shareholders vote in favour of the resolution on item 4(c).

Item 5 – Granting of a guarantee by Intecq Limited and provision of other financial assistance in relation to the Company's acquisition of Intecq Limited

This resolution is necessary for Intecq Limited and its subsidiaries (each a subsidiary of Tabcorp) to become guarantors under Tabcorp's financing arrangements and provide other financial assistance as described in (ii) below.

The resolution relates to Tabcorp Gaming Holdings Pty Ltd's acquisition, in December 2016, of all of the issued capital of Intecq Limited.

There are a number of advantages of the proposed resolution, which are set out in (iv) below, including in relation to the terms of financing available to the Tabcorp Group.

(i) Background

On 16 December 2016, the scheme of arrangement in relation to the acquisition by Tabcorp Gaming Holdings Pty Ltd, a wholly owned subsidiary of Tabcorp Holdings Limited, of all of the issued capital in Intecq Limited was implemented.

The maximum total consideration paid under the scheme ('**Scheme Consideration**') was paid by Tabcorp Gaming Holdings Pty Ltd, drawing on funding under an existing revolving credit facility ('**Tabcorp Facility**'). The Tabcorp Facility is provided by a syndicate of lenders comprising a number of financial institutions. The borrower under the Tabcorp Facility is Tabcorp Investments No. 4 Pty Ltd ('**Borrower**'), a wholly owned subsidiary of Tabcorp. The amount drawn under the Tabcorp Facility was made available to Tabcorp Gaming Holdings Pty Ltd by the Borrower pursuant to inter-company loan arrangements.

Under the terms of the Tabcorp Facility, and the proposed terms of the Tabcorp Syndicated Facility, Tabcorp is required to ensure that a certain minimum percentage of the Tabcorp Group's EBITDA and assets be attributable to group companies which are guarantors under these facilities. In order to comply with these requirements, it may be necessary for some or all of Intecq Limited and its subsidiaries (each a subsidiary of Tabcorp) to become guarantors.

(ii) Particulars of the financial assistance

The financial assistance proposed to be given by some or all of Intecq Limited and its subsidiaries is as follows:

- the granting of a guarantee and indemnity in respect of the Tabcorp Facility and any related interest rate and currency swaps;
- the granting of a guarantee and indemnity in respect of any re-financing of the Tabcorp Facility and any interest rate and currency swaps relating to that re-financing;
- repayment of the Tabcorp Facility and any debt incurred under a re-financing of those facilities using proceeds of sale of assets of Intecq Limited and its subsidiaries or any new debt or equity issues made by Intecq Limited or its subsidiaries;
- the granting of a guarantee and indemnity in respect of Tabcorp's US private placement notes, and any other debt facilities that the Tabcorp Group has in place; and
- any other financial assistance which Intecq Limited or any of its subsidiaries agree to give.

The implementation of the above transactions may constitute financial assistance by Intecq or its subsidiaries in relation to Tabcorp Gaming Holdings Pty Ltd's acquisition of the ordinary shares in the capital of Intecq Limited.

(iii) Shareholder approval of the financial assistance

The approval of the shareholders of Tabcorp in respect of the financial assistance is sought under section 260B(2) of the Corporations Act because Tabcorp is the holding company of Tabcorp Gaming Holdings Pty Ltd.

(iv) Advantages of the proposed resolution

The advantages of the proposed resolution include the following:

- (a) If Intecq Limited and its subsidiaries provide the guarantees and indemnities (as well as the other financial assistance mentioned in (ii) above) to Tabcorp, the commercial terms under the Tabcorp Syndicated Facility are likely to be more commercially advantageous to Tabcorp than would be the case if the financial assistance was unable to be provided.
- (b) The Directors of Tabcorp believe that the Tabcorp Facility was, at the time, the most efficient form of financing available for Tabcorp to finance the acquisition of the Intecq Limited shares.
- (c) If the resolution is not approved, neither Intecq Limited nor any of its subsidiaries may be able to act as guarantor of the Tabcorp Facility. This may prejudice Tabcorp's ability to achieve the most commercially acceptable terms and conditions (including pricing) in future financings of the Tabcorp Group.
- (d) Tabcorp has undertaken to its lenders to use all reasonable endeavours to procure that the shareholders approve Intecq Limited and its subsidiaries becoming a guarantor of the Tabcorp Facility in accordance with section 260B(2) of the Corporations Act. The approval of the special resolution will satisfy this obligation.

(v) Disadvantages of the proposed resolution

- (a) The Directors of Tabcorp do not believe there is any disadvantage to Tabcorp in approving the proposed resolution.
- (b) To the contrary, the Directors of Tabcorp believe that there is likely to be a commercial disadvantage to Tabcorp, in the form of potentially increased financing costs, if the proposed resolution is not approved.

The Board recommends that shareholders vote in favour of the resolution on item 5.

Item 6 – Granting of a guarantee by Tatts Group Limited and provision of other financial assistance in relation to Tabcorp's proposed acquisition of Tatts Group Limited

This resolution is necessary for Tatts Group Limited ('**Tatts**') and its subsidiaries (each a '**Tatts Group Member**') to become guarantors under Tabcorp's financing arrangements and provide other financial assistance as described in (ii)(e) below.

This would only occur if Tabcorp successfully acquires all the ordinary shares in Tatts pursuant to a scheme of arrangement ('**Tatts Scheme of Arrangement**').

The proposed Tatts Scheme of Arrangement is **not conditional** on Tabcorp shareholders approving this resolution.

There are a number of advantages of the proposed resolution, which are set out in (iv) below, including in relation to the terms of financing available to the Tabcorp Group.

(i) Background

On 19 October 2016, Tatts and Tabcorp announced that they had reached an agreement to combine the two companies via the Tatts Scheme of Arrangement, in which Tatts shareholders will receive 0.80 Tabcorp shares, plus 42.5 cents for each Tatts share held. Updates in relation to the Tatts Scheme of Arrangement have been lodged by both Tabcorp and Tatts with the ASX since 19 October 2016.

The Tatts Scheme of Arrangement is yet to be implemented.

After implementation of the Tatts Scheme of Arrangement, Tatts and its subsidiaries will, subject to shareholder approval for the resolution on item 6, provide financial assistance to Tabcorp in connection with the acquisition by Tabcorp of all the issued capital in Tatts, as set out below.

(ii) Particulars of the proposed financial assistance

(a) External debt finance arrangements

Tabcorp has executed a legally binding commitment letter with each of Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia, National Australia Bank Limited, Sumitomo Mitsui Banking Corporation, Sydney Branch, Westpac Banking Corporation and BNP Paribas, Sydney Branch (the '**Financiers**') pursuant to which the Financiers and Tabcorp, through its wholly owned subsidiary, Tabcorp Investments No. 4 Pty Ltd ('**Borrower**'), have agreed to enter into formal loan documentation to provide a debt facility to Tabcorp for a maximum aggregate amount of

\$4.35 billion (subject to various conditions being satisfied) ('**Tabcorp Syndicated Facility**'). The Tabcorp Syndicated Facility will be used to pay the cash consideration payable by Tabcorp under the Tatts Scheme of Arrangement.

Tabcorp anticipates that the formal loan documentation under which the Tabcorp Syndicated Facility will be provided will be in place prior to the date upon which the court will consider approving the Tatts Scheme of Arrangement.

(b) Conditions precedent to initial draw down

The Tabcorp Syndicated Facility contains market standard conditions precedent to initial drawdown for a facility of this nature. In addition, there are a limited number of specific conditions relating to the Tatts Scheme of Arrangement.

(c) Guarantee

A guarantee will be given to the Financiers under the Tabcorp Syndicated Facility Agreement by each of Tabcorp and other members of the Tabcorp Group. Tabcorp is required to ensure that a certain minimum percentage of the Tabcorp Group's EBITDA and assets be attributable to group companies which are guarantors under the Tabcorp Syndicated Facility Agreement. In order to comply with these requirements, it will be necessary for Tatts Group and certain Tatts Group Members to become guarantors following implementation of the Tatts Scheme of Arrangement.

(d) Intra-group arrangements

As noted in paragraph (a) above, Tabcorp will undertake to pay the cash consideration under the Tatts Scheme of Arrangement to the relevant Tatts shareholders.

The funds borrowed by Tabcorp Investments No.4 Pty Ltd under the Tabcorp Syndicated Facility to pay the cash consideration will be provided to Tabcorp by way of an intercompany loan or as otherwise determined by Tabcorp. This intercompany borrowing would not be repayable prior to the time at which the cash consideration is provided to the relevant Tatts shareholders.

(e) Potential financial assistance

Accordingly, subject to implementation of the Tatts Scheme of Arrangement, the financial assistance which is proposed to be given by a Tatts Group Member is as follows:

- the granting of a guarantee and indemnity in respect of the Tabcorp Syndicated Facility and any related interest rate and currency swaps;
- the granting of a guarantee and indemnity in respect of any re-financing of the Tabcorp Syndicated Facility, and any interest rate and currency swaps relating to that re-financing;
- repayment of the Tabcorp Syndicated Facility and any debt incurred under a re-financing of those facilities using proceeds of sale of assets of a Tatts Group Member or any new debt or equity issues made by a Tatts Group Member;

- the granting of a guarantee and indemnity in respect of Tabcorp's US private placement notes, and any other debt facilities that the Tabcorp Group has in place; and
- any other financial assistance which a Tatts Group Member agrees to give.

The implementation of the above transactions may constitute financial assistance by a Tatts Group Member in relation to Tabcorp's acquisition of the ordinary shares in the capital of Tatts.

(iii) Shareholder approval of the financial assistance

The approval of the shareholders of Tabcorp in respect of the financial assistance is sought under section 260B(2) of the Corporations Act.

(iv) Advantages of the proposed resolution

The advantages of the proposed resolution include the following:

- If the Tatts Group Members provide the guarantees and indemnities (as well as the other financial assistance mentioned in (ii)(e) above) to Tabcorp, the commercial terms under the Tabcorp Syndicated Facility are likely to be more commercially advantageous to Tabcorp than would be the case if the financial assistance was unable to be provided.
- The Directors of Tabcorp believe that the Tabcorp Syndicated Facility is the most efficient form of financing available for Tabcorp to finance the acquisition of the Tatts shares.
- If the resolution is not approved, neither Tatts nor any of its subsidiaries may be able to act as guarantor of the Tabcorp Syndicated Facility. This may prejudice Tabcorp's ability to achieve the most commercially acceptable terms and conditions (including pricing) in future financings of the Tabcorp Group.
- Tabcorp has undertaken to its lenders to use all reasonable endeavours to procure that the shareholders approve the Tatts Group Members becoming guarantors of the Tabcorp Syndicated Facility in accordance with section 260B(2) of the Corporations Act. The approval of the special resolution will satisfy this obligation.

(v) Disadvantages of the proposed resolution

- The Directors of Tabcorp do not believe there is any disadvantage to Tabcorp in approving the proposed resolution.
- To the contrary, the Directors of Tabcorp believe that there is likely to be a commercial disadvantage to Tabcorp, in the form of potentially increased financing costs, if the proposed resolution is not approved.

The Board recommends that shareholders vote in favour of the resolution on item 6.

WWW.TABCORP.COM.AU

APPOINT YOUR PROXY



ONLINE

www.linkmarketservices.com.au



BY MAIL

Tabcorp Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 665 661

PROXY FORM

I/We being a member(s) of Tabcorp Holdings Limited (the **Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10.00am (AEDT) on Friday, 27 October 2017 at The Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne VIC** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Items 2 and 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy appointment in respect of Items 2 and 3, even though the Items are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**KMP**) for the Tabcorp consolidated group.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business, to the extent permitted by law.

VOTING DIRECTIONS

Proxy appointments will only be valid and accepted by the Company if they are received no later than 48 hours before the Meeting.

Please read the instructions overleaf regarding voting directions before marking any boxes with an ☒

Item	For	Against	Abstain*		For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4(c) Re-election of Dr Zygmunt Switkowski as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Performance Rights to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Granting of a guarantee by Intecq Limited and provision of other financial assistance in relation to the Company's acquisition of Intecq Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(a) Election of Mr Bruce Akhurst as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Granting of a guarantee by Tatts Group Limited and provision of other financial assistance in relation to the Company's proposed acquisition of Tatts Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4(b) Election of Ms Vickki McFadden as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in the space provided in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you do not name a proxy in the relevant section in Step 1, or if your named proxy does not attend the Meeting, your proxy appointment will default to the Chairman of the Meeting. In addition, any directed proxy appointments that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxy appointments as directed. Any undirected proxy appointments that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP, to the extent permitted by law.

VOTING DIRECTIONS

You may direct your proxy how to vote by marking the appropriate boxes opposite each item of business in Step 2. All your relevant shares will be voted in accordance with your directions, to the extent permitted by law. If you do not mark any of the boxes on an item of business, your proxy may vote as he or she chooses, to the extent permitted by law.

To provide your proxy with a direction for all of your holding, place a mark in the relevant box opposite each item of business. If you mark more than one box on an item, your direction on that item will be invalid.

To provide your proxy with a direction in relation to a portion of your shares only, or to provide your proxy with different directions for separate portions of your shares, indicate the relevant portions by inserting the number or percentage of shares in the appropriate box or boxes opposite each item. The sum of the numbers or percentages on an item must not exceed your voting entitlement or 100%, otherwise your directions on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF PROXY FORM

To be valid, this Proxy Form (and an original or a certified copy of any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Wednesday, 25 October 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your proxy appointment. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Tabcorp Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**