

17 August 2018

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

Dear Sir/Madam,

Appendix 3Y – Late lodgment and a subsequent lodgment

Please find enclosed an Appendix 3Y Change in Director's Interest Notice in respect of a change in Mr Attenborough's interests that occurred on 18 January 2018.

In relation to the late lodgment of this Appendix 3Y, we advise as follows:

1. Tabcorp has become aware that an Appendix 3Y Director's Interest Notice was not lodged in respect of a change in Mr Attenborough's interests in Tabcorp securities that occurred on 18 January 2018.
2. The Appendix 3Y relates to an allocation of Restricted Shares to Mr Attenborough as part of a Merger Completion Award. The Merger Completion Awards were a once-off award provided to select employees following the achievement of the merger of Tabcorp and Tatts. The Restricted Shares are subject to a two year holding restriction and service conditions. Further detail regarding the Merger Completion Awards is set out in the Remuneration Report on page 70 of the Tabcorp 2018 Annual Report.
3. The Appendix 3Y has been lodged late due to an administrative oversight that occurred at the time of allocating the Restricted Shares, after the merger and as the two companies' processes and systems were starting to be integrated. Once Tabcorp became aware of this oversight, the Appendix 3Y was promptly lodged.
4. Tabcorp has processes and systems in place to manage its compliance with disclosure of changes in Directors' interests in Tabcorp securities in accordance with ASX Listing Rules 3.19A and 3.19B. Tabcorp Directors are aware of their obligations to notify the Company Secretary of any changes in interests in Tabcorp securities. This late lodgment occurred due to an administrative oversight. Nevertheless, Tabcorp has reviewed its processes and put in place additional measures in respect of awards of Restricted Shares. Tabcorp believes its practices are adequate and that the late lodgment of the Appendix 3Y was an unfortunate oversight and an isolated incident. In all respects, Tabcorp's disclosures of Directors' interests in the Tabcorp 2018 Annual Report were complete and accurate.

Also enclosed is a further Appendix 3Y relating to a change in Mr Attenborough's interests in Tabcorp securities resulting from the annual allocation of Restricted Shares under Tabcorp's Short Term Incentive Plan, which occurred on 14 August 2018.

Yours sincerely,

Chris Murphy
Acting Company Secretary
(subject to approval)

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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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 30/09/01 Amended 01/01/11

Name of entity	Tabcorp Holdings Limited (Tabcorp)
ABN	66 063 780 709

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.

Name of Director	David Attenborough
Date of last notice	27 October 2017

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.

Direct or indirect interest	Interest prior to change: 1,207,678 Ordinary Shares held directly 97,249 Restricted Shares pursuant to Tabcorp's Short Term Incentive Plan held directly 1,558,977 Performance Rights pursuant to Tabcorp's Long Term Incentive Plan held directly
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	18 January 2018
No. of securities held prior to change	As detailed above
Class	As detailed above
Number acquired	59,508 Restricted Shares
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable (see below)
No. of securities held after change	1,207,678 Ordinary Shares held directly 156,757 Restricted Shares pursuant to Tabcorp's Short Term Incentive Plan and Merger Completion Award held directly 1,558,977 Performance Rights pursuant to Tabcorp's Long Term Incentive Plan held directly
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation of 59,508 Restricted Shares as partial consideration for the Merger Completion Award. The Merger Completion Award was a once-off award provided to select employees, including Mr Attenborough, following the achievement of the merger of Tabcorp and Tatts. For Mr Attenborough, 50% of the Merger Completion Award was delivered in cash and 50% was deferred into Restricted Shares. The Restricted Shares are Ordinary Shares which are subject to a two year holding restriction and service conditions. The market value of the Restricted Shares at the time of allocation was \$315,069, being 50% of the value of his Merger Completion Award.

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.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

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 30/09/01 Amended 01/01/11

Name of entity	Tabcorp Holdings Limited (Tabcorp)
ABN	66 063 780 709

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.

Name of Director	David Attenborough
Date of last notice	17 August 2018

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.

Direct or indirect interest	Interest prior to change: 1,207,678 Ordinary Shares held directly 156,757 Restricted Shares pursuant to Tabcorp's Short Term Incentive Plan and Merger Completion Award held directly 1,558,977 Performance Rights pursuant to Tabcorp's Long Term Incentive Plan held directly
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	14 August 2018
No. of securities held prior to change	As detailed above
Class	As detailed above
Number acquired	50,242 Restricted Shares
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Not applicable (see below)
No. of securities held after change	1,207,678 Ordinary Shares held directly 206,999 Restricted Shares pursuant to Tabcorp's Short Term Incentive Plan and Merger Completion Award held directly 1,558,977 Performance Rights pursuant to Tabcorp's Long Term Incentive Plan held directly
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation of 50,242 Restricted Shares resulting from the annual allocation under Tabcorp's Short Term Incentive Plan. The Restricted Shares are Ordinary Shares which are subject to a two year holding restriction and service conditions. The market value of the Restricted Shares at the time of allocation was \$247,500.

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.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.