

11 September 2018

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 lodgment:

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

These documents are scheduled to be despatched to shareholders on 14 September 2018 with the final dividend statement.

Yours sincerely,



Chris Murphy
Company Secretary
(subject to regulatory approval)

Enc.

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

2018

Tabcorp

CONTENTS

2 Chairman's letter

3 Notice of Annual General Meeting

- 3 Item 1 – Financial and Other Reports
- 3 Item 2(a) – Election of Mr Harry Boon as a Director of the Company
- 3 Item 2(b) – Re-election of Mr Steven Gregg as a Director of the Company
- 3 Item 3 – Adoption of Remuneration Report
- 3 Item 4 – Grant of Performance Rights to Managing Director and Chief Executive Officer
- 3 Item 5 – Non Executive Director Fee Pool
- 3 Voting exclusions for items 3, 4 and 5

5 Explanatory Notes

- 5 Item 1 – Financial and Other Reports
- 5 Item 2(a) – Election of Mr Harry Boon as a Director of the Company
- 5 Item 2(b) – Re-election of Mr Steven Gregg as a Director of the Company
- 5 Item 3 – Adoption of Remuneration Report
- 6 Item 4 – Grant of Performance Rights to Managing Director and Chief Executive Officer
- 8 Item 5 – Non Executive Director Fee Pool

9 General Notes

- 9 Eligibility to vote at the Annual General Meeting
- 9 Required majority and voting entitlement
- 9 Voting by Proxy
- 10 Voting by Corporate Representative
- 10 Voting by Attorney
- 10 Restrictions on Voting
- 10 Admission to Annual General Meeting
- 10 Webcast
- 10 Conducting the meeting

11 Venue location and access map

Dear Shareholder,

Annual General Meeting

I am pleased to invite you to the 2018 Annual General Meeting (AGM) of Tabcorp Holdings Limited (Tabcorp), which will be held at 10.00am Brisbane time (11.00am Sydney/Melbourne time) on Wednesday, 17 October 2018 in Rooms B1-B3 at the Brisbane Convention & Exhibition Centre, South Bank (Brisbane). Enclosed is a Notice of Annual General Meeting and Explanatory Notes detailing the business to be considered at the AGM, a personalised proxy form and a reply-paid return envelope.

If you plan to attend the AGM, 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 AGM, the Managing Director and Chief Executive Officer (MD & CEO), David Attenborough, and I will provide an overview of Tabcorp's operations and performance in respect of the 2018 financial year and an update on matters important to Tabcorp, and its shareholders and stakeholders.

The AGM provides you an opportunity to vote on matters important to you as a shareholder. You may choose to consider and vote on the following resolutions, as detailed further in the Notice of Meeting:

- the election/re-election of two Non Executive Directors, Harry Boon and Steven Gregg;
- the adoption of the Tabcorp Remuneration Report;
- the granting of performance rights to the MD & CEO; and
- the Non Executive Director Fee Pool.

Detailed instructions on how to vote, or appoint a proxy to vote on your behalf if you are unable to attend the AGM, are included in the Notice of Meeting and enclosed proxy form.

There will be opportunities at the AGM for shareholders to ask questions regarding each agenda item, Tabcorp's performance and the 2018 Annual Report. If you wish to submit questions in advance of the AGM, you may do so by emailing enquiries@tabcorp.com.au by Wednesday, 10 October 2018. We hope to address as many of the more frequently asked questions as practicable in my or the MD & CEO's addresses at the AGM.

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

Annual Report

Tabcorp published its 2018 Annual Report on 8 August 2018 at the same time as it released its 2018 financial year results. Tabcorp's Annual Report is available from the Company's website www.tabcorp.com.au under the Investors > Annual Reports page.

Dividend Reinvestment Plan (DRP)

The DRP operated in respect of the 2018 final dividend paid to shareholders today. If you do not already participate in the DRP and wish to do so in respect of future dividends, then please use the share registry's website to elect to participate in the DRP or complete the enclosed DRP election form and return it in the envelope provided. A summary of the DRP and the Rules of the DRP are available from the Company's website www.tabcorp.com.au under the Investors > Shareholder Services 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, elect not to receive a hard copy Annual Report, participate in the DRP, provide bank account details to receive dividend payments, 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

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 Brisbane time (11.00am Sydney/Melbourne time) on Wednesday 17 October 2018 in Rooms B1-B3 at the Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Bank (Brisbane), Queensland.

BUSINESS

Item 1 – Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report contained within the Tabcorp Annual Report for the year ended 30 June 2018.

Item 2 – Election and Re-election of Directors

To consider and, if thought fit, to pass the following as separate ordinary resolutions:

(a) Election of Mr Harry Boon as a Director of the Company

'That Mr Harry Boon, having been appointed as a Director of Tabcorp since the last Annual General Meeting and who retires in accordance with Rule 69 of the Company's Constitution and being eligible, is elected as a Director of the Company.'

(b) Re-election of Mr Steven Gregg as a Director of the Company

'That Mr Steven Gregg, being a Director of the Company and who retires in accordance with Rule 81 of the Company's Constitution and, being eligible, is re-elected as a Director of the Company.'

Item 3 – Adoption of Remuneration Report

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

'That the Remuneration Report for the year ended 30 June 2018 be adopted.'

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

This resolution is subject to a voting exclusion (see below).

Item 4 – Grant of Performance Rights to Managing Director and Chief Executive Officer

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

'That approval be given for all purposes to the grant to the Managing Director and Chief Executive Officer of the Company, Mr David Attenborough, of up to that number of Performance Rights determined based on the formula of A\$3,000,000 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 2018 Annual General Meeting, under the Tabcorp Long Term Performance Plan and on the basis described in the Explanatory Notes.'

This resolution is subject to a voting exclusion (see below).

Item 5 – Non Executive Director Fee Pool

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

'That, for the purposes of ASX Listing Rule 10.17 and in accordance with Rule 70 of the Company's Constitution, the maximum aggregate amount which may be provided to all Non Executive Directors of the Company for their services as Directors be increased by A\$500,000 to a maximum sum of A\$3,000,000 per year (inclusive of superannuation contributions) with effect from 17 October 2018.'

This resolution is subject to a voting exclusion (see below).

Voting exclusions for items 3, 4 and 5

The Corporations Act 2001 (Cth) (**Corporations Act**) and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on the resolutions in items 3, 4 and 5 to be considered at the Annual General Meeting.

For the purposes of these voting exclusions:

- **KMP** means the Company's key management personnel;
- **closely related party** is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP; and
- **associate** is defined in the ASX Listing Rules and includes a spouse, child, and certain other close family members, as well as any companies controlled by a person (unless the contrary is established).

Item 3 – Adoption of Remuneration Report

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

- by or on behalf of members of KMP named in the Remuneration Report for the year ended 30 June 2018 and their closely related parties, regardless of the capacity in which the votes are cast; or
- as a proxy by members of KMP as at the date of the Annual General Meeting and their closely related parties,

unless the votes are cast as a proxy for a person who is entitled to vote on the resolution in item 3:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation on the proxy form authorising the Chairman to vote undirected proxies as the Chairman sees fit even though item 3 is connected with the remuneration of a KMP member.

What this means for shareholders: if you intend to appoint a member of the KMP (such as one of the Directors) or their closely related parties as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 3. If you intend to appoint the Chairman of the Annual General Meeting as your proxy, you can direct them how to vote by marking the boxes for item 3 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for item 3 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman intends to vote in favour of this item of business).

Item 4 – Grant of Performance Rights to Managing Director and Chief Executive Officer

Votes may not be cast, and the Company will disregard any votes on the proposed resolution in item 4:

- cast in favour of the resolution by or on behalf of the Managing Director and Chief Executive Officer (**MD & CEO**) or any of his associates (regardless of the capacity in which the votes are cast); or
- cast as proxy by members of KMP as at the date of the Annual General Meeting and any of their closely related parties,

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

- in accordance with a direction on the proxy form; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation on the proxy form authorising the Chairman to vote undirected proxies as the Chairman sees fit even though item 4 is connected with the remuneration of a KMP member.

What this means for shareholders: if you intend to appoint a member of the KMP (such as one of the Directors) or their closely related parties, or the MD & CEO or any of his associates, as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 4. If you intend to appoint the Chairman of the Annual General Meeting as your proxy, you can direct them how to vote by marking the boxes for item 4 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for item 4 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman intends to vote in favour of this item of business).

Item 5 – Non Executive Director Fee Pool

Votes may not be cast, and the Company will disregard any votes on the proposed resolution in item 5:

- cast in favour of the resolution by or on behalf of a Director or any of their associates (regardless of the capacity in which the votes are cast); or
- cast as proxy by members of KMP as at the date of the Annual General Meeting and any of their closely related parties,

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

- in accordance with a direction on the proxy form; or
- by the Chairman of the Annual General Meeting in accordance with an express authorisation on the proxy form authorising the Chairman to vote undirected proxies as the Chairman sees fit even though item 5 is connected with the remuneration of a KMP member.

What this means for shareholders: if you intend to appoint a member of the KMP (such as one of the Directors) or their closely related parties, or an associate of a Director, as your proxy, please ensure that you direct them how to vote on the proposed resolution in item 5. If you intend to appoint the Chairman of the Annual General Meeting as your proxy, you can direct them how to vote by marking the boxes for item 5 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for item 5 and give the Chairman your express authority to vote your undirected proxy (in which case the Chairman intends to vote in favour of this item of business).

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.

By Order of the Board



Chris Murphy
Company Secretary
(subject to regulatory approval)

Dated: 14 September 2018

EXPLANATORY NOTES

Item 1 – Financial and Other Reports

The Financial Report, Directors' Report and Auditor's Report for the Company contained within the Tabcorp Annual Report for the year ended 30 June 2018 will be laid before the Annual General Meeting. There is no requirement for shareholders to approve these reports. However, the Chairman of the Annual General Meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, these reports and the management of the Company.

The Company's auditor, Ernst & Young, will attend the Annual General Meeting and a reasonable opportunity will be given to shareholders to ask questions of the auditor relevant to the conduct of the audit, 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.

Shareholders may also submit written questions to the auditor, Ernst & Young, on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2018. Such questions must be received by no later than Wednesday, 10 October 2018.

Item 2 – Election and Re-election of Directors

The following Director has been appointed since the 2017 Annual General Meeting and accordingly retires in accordance with rule 69 of the Company's Constitution and, being eligible, offers himself for election:

(a) Mr Harry Boon

Mr Boon joined the Board as a Non Executive Director of the Company in December 2017 following the implementation of the combination between Tatts Group Limited (**Tatts**) and Tabcorp (**Combination**). He was previously Chairman (from 2006) and a Non Executive Director (from 2005) of Tatts.

Mr Boon is currently the Chairman of Asaleo Care Limited and he is a former Director of Toll Holdings Limited (2006 to 2015).

Mr Boon was previously Chief Executive Officer and Managing Director of ASX listed company Ansell Limited until he retired in 2004, a position which capped a career spanning some 28 years with the Ansell Group. Mr Boon has held senior positions in Australia, Europe, the US and Canada, and has broad-based experience in global marketing and sales, manufacturing, and product development.

Mr Boon holds a Bachelor of Laws (Honours) and a Bachelor of Commerce.

Mr Boon is a member of the Tabcorp Audit Committee, Risk and Compliance Committee and People and Remuneration Committee.

Mr Boon is considered by the Directors to be an Independent Non Executive Director.

The Directors (other than Mr Boon) unanimously recommend that shareholders vote in favour of the resolution on item 2(a).

The following Director retires by rotation in accordance with rule 81 of the Company Constitution and, being eligible, offers himself for re-election:

(b) Mr Steven Gregg

Mr Gregg was appointed as a Non Executive Director of Tabcorp in July 2012.

Mr Gregg is Chairman of Caltex Australia Limited and a Director of Challenger Limited and thoroughbred bloodstock company William Inglis & Son Limited. He is also a Trustee of the Australian Museum Trust and Chairman of Unisson Disability Limited.

Mr Gregg is the former Chairman of Goodman Fielder Limited and former Chairman of Austock Group Limited, and he was a Member of the Grant Samuel non-executive Advisory Board.

Mr Gregg had an executive career in investment banking and management consulting, including as Global Head of Investment Banking and CEO at ABN Amro Bank, and Partner and Senior Adviser to McKinsey & Company.

Mr Gregg holds a Bachelor of Commerce.

Mr Gregg is a member of the Tabcorp Audit Committee and People and Remuneration Committee.

Mr Gregg is considered by the Directors to be an Independent Non Executive Director.

The Directors (other than Mr Gregg) unanimously recommend that shareholders vote in favour of the resolution on item 2(b).

Item 3 – Adoption of Remuneration Report

The Remuneration Report details various matters regarding the remuneration of Tabcorp's Non Executive Directors, the MD & CEO and other senior executives, and is set out in the Tabcorp Annual Report for the year ended 30 June 2018. A copy of the Annual Report can be found on the Tabcorp website (www.tabcorp.com.au).

The Remuneration Report:

- explains the Board's policies for determining the remuneration of Directors and executives;
- discusses the relationship between remuneration outcomes and the Company's performance;
- details the performance conditions associated with the remuneration of the MD & CEO and other executive KMP; and
- sets out the remuneration details for each Non Executive Director and each executive KMP (including the MD & CEO).

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into consideration when setting remuneration practices for future years.

The Directors unanimously recommend that shareholders vote in favour of the resolution on item 3.

Item 4 – Grant of Performance Rights to Managing Director and Chief Executive Officer

Shareholder approval is being sought for the proposed grant of Performance Rights to the MD & CEO, Mr Attenborough, as part of his remuneration package for the financial year ending 30 June 2019, under the Tabcorp Long Term Performance Plan (LTTP) on the terms set out below.

Background

The MD & CEO, Mr Attenborough, receives fixed remuneration and can earn variable remuneration through short term and long term incentive arrangements. If shareholder approval is obtained, the Company intends to grant performance rights to the MD & CEO as part of the long term incentive component of his annual remuneration for the year commencing 1 July 2018 (**Performance Rights**).

The total number of Performance Rights to be granted to the MD & CEO will be determined based on the formula: \$3,000,000 divided by the volume weighted average price (VWAP) of Tabcorp shares traded on the ASX over the five trading days up to but not including 17 October 2018 (the date of the 2018 Annual General Meeting), rounded down to the nearest whole number. The total number of Performance Rights proposed to be allocated to the MD & CEO will be confirmed at the 2018 Annual General Meeting.

Each Performance Right entitles the MD & CEO to one fully paid ordinary share in Tabcorp at the end of a three year performance period, subject to satisfaction of the performance measures described below. Shares allocated to the MD & CEO on vesting will rank equally with other Tabcorp ordinary shares.

The key terms relating to the Performance Rights are described below.

Performance Rights grant date

If shareholder approval is obtained, it is anticipated that the Performance Rights will be granted to the MD & CEO as soon as practicable, and in any event no later than 12 months after the 2018 Annual General Meeting.

Maximum number of Performance Rights to be granted

The maximum number of Performance Rights that will be granted to the MD & CEO will be determined based on the formula above.

This formula uses a face value methodology based on the VWAP of Tabcorp shares. This is the same formula used to determine the number of Performance Rights allocated to the MD & CEO as approved by shareholders at the 2017 Annual General Meeting. The formula uses an effective outperformance value of the Performance Rights at the time of allocation of \$3,000,000, which is equivalent to the market value if 100% of the Performance Rights vest at stretch performance levels at the time of the grant. The actual market value that the MD & CEO may derive from this allocation of Performance Rights remains subject to the satisfaction of certain performance conditions, vesting criteria and the Tabcorp share price at the time of vesting.

Issue price of Performance Rights

As the grant forms part of the MD & CEO's remuneration, the Performance Rights will be granted at no cost to the MD & CEO.

Performance Rights entitlements

The Performance Rights will be granted under, and are subject to, the rules of the Tabcorp LTTP. Performance Rights do not carry any dividend, distribution or voting rights prior to vesting.

Performance Measures

If shareholder approval is obtained, the MD & CEO's grant of Performance Rights will be divided into two separate tranches, with each tranche having its own performance measure over a three year performance period:

- **Relative TSR Condition** – 75% of the MD & CEO's Performance Rights will be subject to a performance measure based on relative total shareholder return measured over a three year performance period commencing 19 September 2018 (detailed below); and
- **Combination Synergy Condition** – 25% of the MD & CEO's Performance Rights will be subject to a performance measure based on the achievement of targeted Combination synergies measured over a three year performance period commencing on 1 July 2018 (detailed below).

As disclosed in the 2018 Remuneration Report, during the year ended 30 June 2018 the Tabcorp Board approved changes to the LTTP to introduce an additional three year performance measure based on the achievement of targeted synergies following the Combination of Tabcorp and Tatts Group (**Combination Synergy Condition**). This new performance measure is in addition to the existing performance measure of relative total shareholder return (**Relative TSR Condition**) under the LTTP.

The Board considers the introduction of the Combination Synergy Condition appropriate, as the achievement of targeted synergies following the Combination will be critical to Tabcorp's strategy over the next few years. Incentivising the Company's Executive Leadership Team to achieve these synergies is an important part of the Company's remuneration strategy.

Performance Rights will lapse if performance measures are not satisfied at the end of the applicable three year performance period. Satisfaction of the performance measures will be tested in September 2021 (the **Test Date**). There is no retesting of performance conditions for Performance Rights after the Test Date, although the Board has discretion under the LTTP to waive some or all vesting conditions in special circumstances.

If the performance measures are satisfied, the Performance Rights will automatically vest on the Test Date.

Details relating to each of these performance measures are set out below.

Relative TSR Condition

The Relative TSR Condition measures the Company's total shareholder return (**TSR**) ranking against a peer group of companies over a three year performance period from 19 September 2018. The peer group comprises companies in the S&P/ASX 100 index (excluding property trusts, infrastructure groups and mining companies). The Board has discretion to adjust the peer group to take into account events including, but not limited to, de-listings, takeovers, and mergers or de-mergers that might occur during the performance period.

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.

The Company's TSR ranking as against the peer group of companies has been chosen as a performance measure for the 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 shareholder returns as compared to peer companies.

Performance Rights subject to the Relative TSR Condition will vest depending on the Company's TSR ranking as at the Test Date, in accordance with the following schedule:

TSR ranking	Percentage of Performance Rights in the Relative TSR tranche 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%

Combination Synergy Condition

The Combination Synergy Condition measures the achievement of target and stretch synergies associated with the Combination over a three year period starting 1 July 2018. The Company has reported that:

- integration of the Tabcorp and Tatts businesses is planned to take approximately two years; and
- the Company is targeting at least \$130 million per annum of EBITDA (earnings before interest, taxation, depreciation and amortisation) synergies and business improvement benefits (including revenue and cost synergies) (**Synergies**) in the first full year following integration of the Tabcorp and Tatts businesses (1 July 2020 to 30 June 2021).

Therefore, the Combination Synergy Condition will be calculated after the end of the financial year ending on 30 June 2021.

A stretch target for the Combination Synergy Condition has been set by the Board (the **Stretch Target**), at which point 100% of the Combination Synergy Condition tranche will vest. The Board is of the view the Stretch Target is set at a sufficiently high value, in excess of \$130 million per annum of EBITDA Synergies, to provide added shareholder value should it be achieved. The Board considers that disclosure of the value of the Stretch Target is commercially sensitive and therefore it will be disclosed after the end of the financial year ending on 30 June 2021.

The achievement of EBITDA Synergies above the target of \$130 million per annum will provide long term benefits for the Company and its shareholders. The addition of the Stretch Target incentivises the Tabcorp Executive Leadership Team to deliver additional Synergies that the Board considers are appropriate and sustainable over the long term.

Performance Rights subject to the Combination Synergy Condition will vest depending on Synergies achieved according to the following schedule:

EBITDA Synergies achieved by 30 June 2021	Percentage of Performance Rights in the Combination Synergy tranche that will vest
Below \$130 million	0%
At \$130 million	50%
Above \$130 million and below the Stretch Target	Straight line vesting to occur between \$130 million and Stretch Target for EBITDA Synergies
At or above the Stretch Target	100%

Treatment on cessation of employment

If the MD & CEO's employment is terminated for cause or the MD & CEO resigns (other than due to death, permanent disability, serious illness or genuine retirement) before the Test Date, he will not be entitled to retain his unvested Performance Rights and all unvested Performance Rights will lapse (unless the Board determines otherwise).

If the MD & CEO ceases employment for any other reason then, unless the Board determines otherwise, a pro rata portion of his Performance Rights will remain on foot and subject to applicable performance measures (except that any service condition will be waived) to be tested in the normal course, and to the rules of the Tabcorp LTPP.

Change of Control or Corporate Action

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 may determine, in its absolute discretion, the appropriate treatment regarding any unvested Performance Rights.

If the Company undertakes a variation of the issued capital of the Company (such as a capitalization 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, at its discretion, 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.

Other Information

In relation to the Tabcorp LTPP:

- the MD & CEO is the only Director entitled to participate in the LTPP;
- in accordance with shareholder approval obtained at the 2017 Annual General Meeting, Mr Attenborough has been granted 573,394 performance rights at no cost under the LTPP since the last approval at the 2017 Annual General Meeting;
- there is no loan in connection with the LTPP; and
- the MD & CEO is prohibited from hedging the share price exposure in respect of Performance Rights prior to vesting.

If shareholder approval is obtained, further details on the Performance Rights granted to the MD & CEO under the LTPP in the year commencing 1 July 2019 will be provided in the Remuneration Reports for the years ending 30 June 2019, 2020 and 2021 respectively.

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

Item 5 – Non Executive Director Fee Pool

The current maximum aggregate amount payable as remuneration to all Non Executive Directors is A\$2,500,000 per year (inclusive of superannuation contributions) (**NED Fee Pool**). This sum was approved by shareholders at the 2016 Annual General Meeting on 25 October 2016.

For the purposes of ASX Listing Rule 10.17 and in accordance with Rule 70 of the Company's Constitution, shareholder approval is sought to increase the NED Fee Pool amount by A\$500,000 to A\$3,000,000 per year (inclusive of superannuation contributions), with effect from 17 October 2018.

In August 2016, Tabcorp announced the appointment of Mr Akhurst and Ms McFadden as Non Executive Directors (subject to regulatory approval). In July 2017, both Mr Akhurst and Ms McFadden received regulatory approvals and began receiving the standard Board fees. Following the Combination, Mr Boon was also appointed as a Non Executive Director (effective 22 December 2017).

Following the Combination, a restructure of the Committees of the Board occurred to ensure appropriate focus on the key business issues pertinent to the combined organisation. In line with this, new Non Executive Director fees were set (effective 1 January 2018). These fees were set having regard to the size of the newly combined organisation, the increased complexity and regulatory responsibility imposed on Non Executive Directors, the restructure of the Board Committees and market benchmarks (to ensure fees continue to be fair and competitive). Details of the changes to the Board Committee structure and the current Non Executive Director fees are set out in the Remuneration Report on page 55 of the Annual Report 2018.

In this context the Board reviewed the NED Fee Pool having regard to the actual Non Executive Director fees paid for the year ended 30 June 2018 and the fees set for the year ending 30 June 2019. As a result of this review, the Board considers it is appropriate to seek shareholder approval to increase the NED Fee Pool at this time for the following reasons:

- to accommodate Mr Boon's appointment to the Board and to provide the Board with the strategic flexibility to make additional Non Executive Director appointments as appropriate;
- to assist with orderly Board succession planning and facilitate the orderly transfer of director knowledge and responsibilities to new Non Executive Directors, including allowing new Non Executive Directors to be Board observers until they have received all necessary regulatory and ministerial approvals required for appointment to the Board and allowing outgoing Non Executive Directors to remain on the Board until new Non Executive Directors have received such regulatory and ministerial approvals; and
- to enable the Company to maintain remuneration arrangements that are market-competitive and commensurate with an organisation of the size and complexity as Tabcorp, so the Board can continue to attract and retain appropriately qualified Non Executive Directors.

In deciding to seek shareholder approval for the proposed increase to the NED Fee Pool, a review was undertaken of prevailing annual aggregate Non Executive Director fee limits across companies within the S&P/ASX 100 Index. Based on the data received, the proposed increase to the NED Fee Pool is consistent with recent shareholder approvals obtained by other S&P/ASX 100 companies and the median annual aggregate Non Executive Director fee limit for companies in the S&P/ASX 50.

The NED Fee Pool includes all fees that are paid to Non Executive Directors for serving on the Board and its Committees, fees for any additional sub committees and commitments, and superannuation contributions the Company is required to pay on behalf of Non Executive Directors. The Company does not pay any retirement benefits to Non Executive Directors, other than superannuation.

Increasing the NED Fee Pool does not mean that the whole of the new maximum annual aggregate amount will be used, nor does it indicate that Non Executive Director fees will necessarily be increased.

Non Executive Directors do not receive any performance or incentive payments and are not eligible to participate in any of Tabcorp's incentive plans. During the past three years, no securities have been issued to any Non Executive Director under ASX Listing Rule 10.11 or 10.14 that required the approval of shareholders.

As the Non Executive Directors have a personal interest in the proposed resolution, the Directors make no recommendation as to how shareholders should vote in relation to this resolution.

GENERAL NOTES

Eligibility to vote at the Annual General Meeting

For the purpose of determining entitlement to vote 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 7.00pm Brisbane time (8.00pm Sydney/Melbourne time) on Monday, 15 October 2018. Transactions registered after that time will be disregarded in determining a shareholder's entitlement to vote at the meeting.

Required majority and voting entitlement

1. The resolutions described in items 2, 3, 4 and 5 are ordinary resolutions and each will be passed if at least 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.
2. The vote on each resolution will be decided on a show of hands or a poll as determined by the Chairman of the Annual General Meeting, subject to the requirements of the Corporations Act and the Company's Constitution.
3. On a resolution determined by a show of hands, each shareholder present in person or by proxy has one vote. On a resolution determined by a poll, each shareholder present in person or by proxy has one vote for every fully paid ordinary share held. The Company intends that all resolutions will be determined by poll.

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 this Notice, 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 this Notice, 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 **10.00am Brisbane time (11.00am Sydney/Melbourne time) on Monday, 15 October 2018**. 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 corporate shareholder or proxy that is a corporation and entitled to attend and vote at the Annual General Meeting must 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 and be lodged with the Company or the Company's Share Registry 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. An attorney need not be a shareholder of the Company.
2. 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.
3. The power of attorney, or a certified copy of that power of attorney, must be received by 10.00am Brisbane time (11.00am Sydney/Melbourne time) on Monday, 15 October 2018. The power of attorney, or certified copy, must be provided to the Company's Share Registry, Link Market Services Limited, in the same manner 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.

Admission to Annual General Meeting

Proof of identity will be required for admission to the Annual General Meeting.

Shareholders or their proxies, attorneys or representatives who will be attending the meeting are asked to arrive 15 minutes prior to the start of the meeting and to bring their proxy form to help speed up admission. Shareholders who appoint a proxy or attorney may still attend the meeting. However if the shareholder votes on a resolution, the proxy or attorney is not entitled to vote on the resolution.

Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form.

Webcast

A live webcast of the meeting will be available from 10.00am Brisbane time (11.00am Sydney/Melbourne time) on Wednesday, 17 October 2018 on the Tabcorp website at www.tabcorp.com.au/investors/presentations. The webcast will be recorded and made available to view after the meeting.

Conducting the meeting

The Annual General Meeting is intended to give shareholders the opportunity to:

- hear presentations from the Chairman and the MD & CEO about the operations and performance of Tabcorp;
- consider and vote on the resolutions before the meeting;
- ask questions of the Board and management generally on the items of business before the meeting, and the management of Tabcorp. The Chairman and the MD & CEO will generally answer questions on behalf of the Board and management; and
- ask questions of the auditor about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

To help achieve these objectives Tabcorp will:

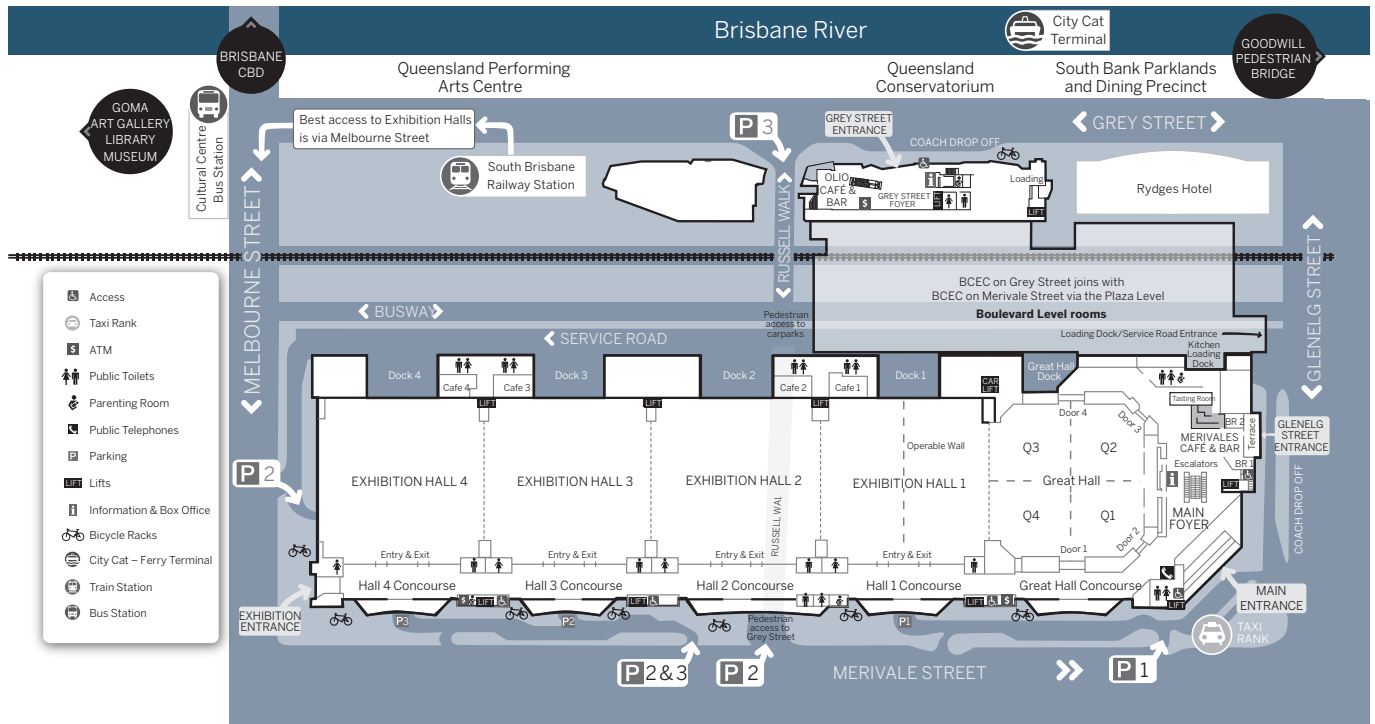
- webcast the meeting for the benefit of those shareholders unable to attend the meeting in person;
- provide a reasonable opportunity for shareholders at the meeting to ask questions of the Board;
- answer shareholders' questions honestly and fairly. If a question cannot be answered at the meeting, the Company will seek to provide a response to the shareholder asking the question after the meeting; and
- inform shareholders as to the proxy voting positions with respect to the resolutions to be considered by the meeting and the manner in which the Chairman of the meeting intends to vote available proxies.

To help achieve these objectives Tabcorp asks that shareholders:

- are courteous and respectful to all shareholders and others attending the meeting;
- keep their questions and comments to a reasonable length of time to allow as many shareholders as possible who may wish to speak at the meeting the opportunity to do so; and
- confine their questions to the matters before the meeting.

Shareholders may submit written questions in advance of the meeting by emailing enquiries@tabcorp.com.au. Questions must be received by Wednesday, 10 October 2018. The Chairman of the meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Brisbane Convention & Exhibition Centre (BCEC) location and access map



Getting to BCEC

BCEC has two entrances, one on Grey Street and the main entrance on the corner of Merivale & Glenelg Streets.

Public transport

Getting to BCEC via public transport is easy and efficient with bus, ferry and train options available. More information about planning your journey via public transport can be found on the TransLink website www.translink.com.au.

Train

The South Brisbane Railway Station adjacent to BCEC on Grey Street or the South Bank Railway Station are the most convenient stations to BCEC.

Bus services

The Cultural Centre Bus Station on Melbourne Street and the South Bank Busway Station on the corner of Colchester and Tribune Streets are closest to BCEC.

Citycat and ferries

The public transport ferries CityCats operate every day and stop at the South Bank River Terminal on the Clem Jones Promenade. The inner-city ferry travels between the CBD, North Quay and Kangaroo Point, stopping at South Bank Terminal 1 and 2 on the Clem Jones Promenade.

Location of meeting room

Rooms B1-B3 are located on the Boulevard Level.

Signage indicating the location of the meeting will be on display at both entrances to BCEC.



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 Brisbane time (11.00am Sydney/Melbourne time) on Wednesday, 17 October 2018 in Rooms B1-B3 at the Brisbane Convention & Exhibition Centre, corner of Merivale and Glenelg Streets, South Bank (Brisbane), Queensland (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Items 3, 4 and 5: 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 3, 4 and 5, 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(a) Election of Mr Harry Boon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Non Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-election of Mr Steven Gregg as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Grant of Performance Rights to Managing Director and Chief Executive Officer	<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:

- (a) 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
- (b) 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 Brisbane time (11.00am Sydney/Melbourne time) on Monday, 15 October 2018**, 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.**