

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 August 2021

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	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr Attenborough has an indirect interest in Ordinary Shares held by JJJ Family Pty Ltd as trustee for the JJJ Family Trust. Mr Attenborough is a beneficiary of the trust
Date of change	5 October 2021

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No. of securities held prior to change	<p>1,781,594 Ordinary Shares comprising:</p> <ul style="list-style-type: none"> - 596,667 Ordinary Shares (held directly) - 972,474 Ordinary Shares (held indirectly) - 152,945 Ordinary Shares (restricted from trading) pursuant to Tabcorp's Short Term Incentive Plan (held directly) - 59,508 Ordinary Shares (restricted from trading and subject to performance condition) pursuant to the Merger Completion Award (held directly) <p>2,138,469 Performance Rights (unquoted) pursuant to Tabcorp's Long Term Incentive Plan (held directly)</p>
Class	As detailed above
Number acquired	242,457 Ordinary Shares issued and held directly
Number disposed	<p>59,508 Ordinary Shares (restricted from trading and subject to performance condition) pursuant to the Merger Completion Award (held directly) (forfeited)</p> <p>800,871 Performance Rights (lapsed and vested)</p> <p>(See 'Nature of change' below)</p>
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No amount is payable by Mr Attenborough in respect of the vesting of Performance Rights
No. of securities held after change	<p>1,964,543 Ordinary Shares comprising:</p> <ul style="list-style-type: none"> - 839,124 Ordinary Shares (held directly) - 972,474 Ordinary Shares (held indirectly) - 152,945 Ordinary Shares (restricted from trading) pursuant to Tabcorp's Short Term Incentive Plan (held directly) <p>1,337,598 Performance Rights (unquoted) pursuant to Tabcorp's Long Term Incentive Plan (held directly)</p>

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<p>Nature of change</p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>On 17 October 2018, Mr Attenborough was granted 646,551 Performance Rights under Tabcorp's Long Term Incentive Plan (LTPP) as part of his remuneration for FY19 (approved by shareholders at the 2018 AGM). At the end of the performance period, 242,457 Ordinary Shares were issued to Mr Attenborough on vesting (37.5% of total Performance Rights) and the remaining 404,094 Performance Rights lapsed. This represents a 50% vesting outcome for Performance Rights subject to the relative TSR tranche, and a zero vesting outcome in relation to the Combination Synergy tranche.</p> <p>On 24 October 2019, Mr Attenborough was granted 617,283 Performance Rights under Tabcorp's LTPP as part of his remuneration for FY20 (approved by shareholders at the 2019 AGM). 154,320 Performance Rights granted to Mr Attenborough subject to the Combination Synergy performance condition lapsed with the remaining 462,963 Performance Rights (subject to the relative TSR performance condition) remaining on foot to be tested at the end of the performance period.</p> <p>As previously disclosed, in FY18 Mr Attenborough was granted 59,508 Ordinary Shares (restricted from trading) pursuant to the Merger Completion Awards. In FY19, these Merger Completion Awards were amended to extend the restriction period and apply a Combination Synergy performance condition. At the end of the performance period, all 59,508 Ordinary Shares granted to Mr Attenborough pursuant to the Merger Completion Awards were forfeited.</p>
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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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
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?	

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