

25 September 2014

Notice of Annual General Meeting

The Company's Annual General Meeting will be held at the Brisbane City Hall, Ithaca Auditorium, Ann Street entrance, Brisbane, Queensland at 2.00pm (Brisbane time) on Wednesday 29 October, 2014.

Attached are copies of documents relating to the Company's Annual General Meeting that will be dispatched to shareholders today.

Included in the attachments are:

- Notice of Annual General Meeting 2014 including Chairman's letter, Notice of Annual General Meeting and Explanatory Memorandum;
- Voting form; and
- Questions from Securityholders form.

A copy of the direct voting rules made by the Board which apply to general meetings at which direct voting applies, including this Annual General Meeting, was released to ASX on 27 September, 2010 and can be found at www.tattsgroup.com.

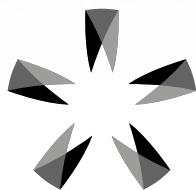
The Annual General Meeting will be webcast live on the Company's website at www.tattsgroup.com.

Contact

Giovanni Rizzo
General Manager Investor Relations
T +61 7 3877 1002

NOTICE OF ANNUAL GENERAL MEETING

2014



TattsGroup

Tatts Group Limited
ABN 19 108 686 040

25 September 2014

Dear Shareholder

I have much pleasure in inviting you to the Annual General Meeting (**AGM**) of Tatts Group Limited (**Tatts, or the Company**) to be held on Wednesday, 29 October 2014 at 2.00pm (Brisbane time). The AGM will be held in the Ithaca Auditorium, Level 2, Brisbane City Hall (Ann Street entrance), Brisbane, Queensland. Registration will commence at 1.00pm and light refreshments will be available at the conclusion of the meeting.

If you are not able to attend the AGM, you are encouraged to vote your shares¹:

- directly (see page 3 for details);
- by lodging an electronic proxy online by visiting www.tattsgroup.com and selecting the "AGM Voting" link; or
- by completing the enclosed personalised shareholder voting form and returning it in the envelope provided.

Corporate shareholders wishing to appoint a representative to attend on their behalf will need to complete a 'Certificate of Appointment of Representative'. This can be obtained at www.computershare.com.au or by calling 1300 367 346 within Australia or +61 3 9415 4199 outside Australia.

AGM questions can be submitted by shareholders using our online form. Visit www.tattsgroup.com and select the "Lodge an AGM question online" link. Alternatively, shareholders can complete the enclosed form and return it in the enclosed reply paid envelope. We will endeavour to respond to the more frequently asked questions at the AGM.

Shareholders who are not able to attend the AGM in person can listen online at www.tattsgroup.com. In addition, an electronic version of the Annual Report for the year ended 30 June 2014 is available at our website www.tattsgroup.com.

My fellow Directors and I look forward to seeing you at the AGM.

Yours sincerely



Harry Boon
Chairman

¹ See the "Lodgement" section on page 3 of this notice for voting deadlines.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting of shareholders of Tatts Group Limited will be held in the Ithaca Auditorium, Level 2, Brisbane City Hall (Ann Street entrance), Brisbane, Queensland on Wednesday 29 October, 2014 commencing at 2.00pm (Brisbane time).

ITEMS OF BUSINESS

Chairman and Chief Executive Officer presentations

Financial statements and reports

To receive and consider the annual financial report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2014.

Resolution 1: Approval of the Remuneration Report

To consider the Company's Remuneration Report as it appears in the 2014 Annual Report and, if thought fit, pass the following non-binding resolution as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That the Company's Remuneration Report for the financial year ended 30 June 2014 is approved."

Voting Exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting Exclusions" on page 2 of this Notice.

Resolutions 2(a), (b) and (c): Re-election and election of Directors

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

- (a) *"That Mr Kevin Seymour, a Director retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible for re-election, be elected as a Director of the Company."*
- (b) *"That Mr Julien Playoust, a Director retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible for re-election, be elected as a Director of the Company."*
- (c) *"That Dr David Watson, as previously appointed as a Director by the Board (on 27 March 2014) pursuant to Article 6.2(a) of the Company's Constitution and retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible for election, be elected as a Director of the Company."*

Resolution 3: Grant of Rights to Chief Executive Officer

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

"That the grant to Mr Robbie Cooke of 131,089 Rights as part of Mr Cooke's performance based incentive for FY14 under the Tatts Group Limited Rights Plan on the terms summarised in the Explanatory Memorandum to this Notice of Meeting be approved for all purposes, including for the purposes of ASX Listing Rule 10.14."

Voting Exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting Exclusions" on page 2 of this Notice.

The Explanatory Memorandum attached to this Notice is incorporated into and forms part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions is set out in the Explanatory Memorandum.

By Order of the Board



Anne Tucker
Company Secretary

Dated 21 August 2014

IMPORTANT NOTES

VOTING METHODS

Shareholders may vote by attending the AGM in person, by direct voting, by proxy or by appointing a power of attorney. A body corporate shareholder may appoint a corporate representative.

To vote in person, please attend the AGM on Wednesday, 29 October 2014 in the Ithaca Auditorium, Level 2, Brisbane City Hall (Ann Street entrance), Brisbane, Queensland at 2.00pm (Brisbane time).

VOTING ENTITLEMENT

For the purpose of the voting at the AGM, the Board has determined that persons holding fully paid ordinary shares in the capital of the Company at 7pm (Sydney time) on Monday, 27 October 2014 will be treated as shareholders of the Company. This means that if you are not the registered holder of any shares in the Company at that time, you will not be entitled to vote.

VOTING EXCLUSIONS

The 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 some of the resolutions to be considered at the AGM.

For the purpose of these voting exclusions:

- The relevant interpretation of associate is the interpretation in section 11 and sections 13 to 17 of the Corporations Act, with section 13 to be applied as if it were not confined to associate references occurring in Chapter 7 of the Corporations Act.

- The **Key Management Personnel (KMP)** of the Company's consolidated group are those persons having authority and responsibility for planning, directing and controlling the activities of the Company's consolidated group either directly or indirectly. It includes all Directors (executive and non-executive) and selected members of the management team. The KMP of the Company's consolidated group during the financial year ended 30 June 2014 are listed at page 46 of the Company's Annual Report.
- A **Closely Related Party (CRP)** of a member of the KMP means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependant of the member or of the member's spouse;
 - 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 Company's consolidated group; or
 - a company the member controls.

The voting exclusions for Resolutions 1 and 3 are described in the following table:

RESOLUTION NO	RESOLUTION DESCRIPTION	WHO IS EXCLUDED FROM VOTING ON THE RESOLUTION?		
		As a shareholder?	As holder of a directed proxy?	As holder of an undirected proxy?
1	Approval of the Remuneration Report	KMP named in the Remuneration Report and their CRP.	Proxy holder for KMP named in the Remuneration Report or their CRP.	Proxy holder for KMP named in the Remuneration Report or their CRP. Proxy holder who is a KMP or a CRP (subject to Note 1 below).
3	Grant of FY14 Rights to Chief Executive Officer.	Mr Robbie Cooke and Mr Robbie Cooke's associates.	Proxy holder for Robbie Cooke or any of Robbie Cooke's associates.	Proxy holder for Robbie Cooke or any of Robbie Cooke's associates. Proxy holder who is Robbie Cooke or any of Robbie Cooke's associates (subject to Note 2 below). Proxy holder who is a KMP or a CRP (subject to Note 1 below).

Note 1: The chairman of the meeting (**the Chairman**) will be entitled to vote an undirected proxy if the proxy appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Note 2: The Chairman will be entitled to vote an undirected proxy if the proxy appointment includes a direction to vote as the Chairman decides.

IMPORTANT NOTES

(CONTINUED)

DIRECT VOTING

Shareholders may cast a direct vote on resolutions considered at the AGM by lodging their votes with the Company prior to the AGM. Direct voting enables shareholders to exercise their voting rights without attending the AGM or appointing a proxy.

A direct vote by a shareholder is automatically revoked if the shareholder attends the AGM in person or by proxy, attorney or representative. A direct vote will revoke (or suspend in the case of a standing appointment) the authority of a proxy, attorney or corporate representative appointed by the shareholder, received by the Company before or at the same time the direct vote was received. A direct vote by a shareholder is automatically revoked if after the direct vote is received, the Company receives a proxy form, an instrument under which an attorney is appointed to act, or a corporate representative is appointed to act for that shareholder.

To review the rules relating to direct voting, please visit www.tattsgroup.com.

PROXIES

A shareholder entitled to attend and vote at the AGM is entitled to appoint any person to attend the AGM and vote as the shareholder's proxy. A proxy can be an individual or a body corporate. A proxy need not be a shareholder.

A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of a proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described above.

If a shareholder is entitled to cast two or more votes, they may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the proportion or the number of the shareholder's votes each proxy may exercise is not specified, each proxy may exercise half the votes (disregarding fractions).

If more than one proxy for a shareholder is present at the meeting, neither may vote on a show of hands. A proxy need not vote on a show of hands nor a poll (except if the proxy is the chairman of the meeting) but if the proxy does so, the proxy must vote as directed. If you require a second proxy form, please contact Computershare Investor Services Pty Limited from within Australia on 1300 367 346 and from outside Australia on +61 3 9415 4199.

CHAIRMAN'S INTENTION

Please note that the Chairman intends to vote all valid undirected proxies received in favour of each resolution (subject to the voting exclusions set out on page 2 of this Notice of Meeting).

COMPLETION OF VOTING FORM

A voting form for appointment of a proxy or direct voting must be signed by the shareholder or the shareholder's attorney. In the case of shares held jointly by two or more persons, all joint holders must sign the voting form. Electronic voting forms do not need to be signed as they will be authenticated electronically. A voting form cannot be completed online if it is completed under power of attorney or similar authority.

LODGEMENT

A voting form for appointment of a proxy or direct voting is enclosed. To be valid, your voting instructions must be received by one of the following methods not less than 48 hours before the commencement of the AGM or any adjournment of the AGM:

- (a) electronically, by visiting www.tattsgroup.com and selecting the **AGM Voting** link and following the instructions provided;
- (b) by sending the voting form by mail or lodging the voting form in person to the registered office of the Company or to the Company's Share Registry, Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia;
- (c) by sending the voting form by facsimile to the Company's Share Registry on 1800 783 447 within Australia or +61 3 9473 2555 from outside Australia; or
- (d) for certain intermediaries (such as custodians, nominees and broker participants) who subscribe to the intermediary online service – electronically, by visiting www.intermediaryonline.com and following the instructions provided.

BODIES CORPORATE

Body Corporate Shareholders and proxies entitled to attend and vote at the AGM may appoint a person to act as their representative at the AGM by providing that appointee with a 'Certificate of Appointment of Representative'.

A pro forma of this certificate can be obtained by calling 1300 367 346 (within Australia), +61 3 9415 4199 (outside Australia), or at www.computershare.com.au. A copy of the signed Certificate of Appointment of Representative, or other evidence satisfactory to the Chairman of the AGM, must be produced prior to admission to the AGM.

RESOLUTIONS

All items of business involving a vote by shareholders are ordinary resolutions. To be passed, the items need approval of a simple majority of the votes cast by shareholders entitled to vote on the resolution.

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of the notice convening the AGM of the Company to be held in the Ithaca Auditorium, Level 2, Brisbane City Hall (Ann Street entrance), Brisbane, Queensland on Wednesday, 29 October 2014 commencing at 2.00pm (Brisbane time).

Financial statements and reports

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the Financial Year ended 30 June 2014 to be laid before the AGM.

While there is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports, shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and the management of the Company.

The auditor of the Company is required to attend the AGM and will be available to take shareholders' questions and comments about the conduct of the audit and the content of the Auditor's Report. Shareholders may also submit questions (up to five Business Days before the AGM) to the auditor on these matters for response at the meeting. To lodge questions online, visit www.tattsgroup.com and select the **Lodge an AGM question online** link. Alternatively, shareholders may forward written questions on the enclosed form which should be returned in the enclosed reply paid envelope.

The Company is required by law to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The auditor may omit questions that are substantially the same as other questions or not received in a timely manner. At the AGM, the Chairman will give the auditor a reasonable opportunity to answer the questions on the question list. The list of questions prepared by the auditor will be available from the Company's website, www.tattsgroup.com, prior to the AGM. In addition, copies of the list of questions will be available at the AGM.

The auditor of the Company will also be available to take shareholders' questions at the AGM regarding accounting policies adopted by the Company in relation to the preparation of the financial statements, the preparation of the Auditor's Report and the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 – APPROVAL OF THE REMUNERATION REPORT

The Corporations Act requires a resolution in relation to the Remuneration Report to be included in the business of the AGM. There will be an opportunity for shareholders at the AGM to comment on, and ask questions about, the 2014 Remuneration Report (see pages 45 to 61 of the 2014 Annual Report).

The Corporations Act states that a vote on the Remuneration Report is advisory only and will not bind the Directors or the Company. The Board will, however, take the outcome of the vote and comments made by shareholders on the Remuneration Report into consideration when reviewing the Company's remuneration practices and policies.

Voting exclusions apply to this resolution as specified in the Notice of AGM.

RESOLUTIONS 2(a), (b) AND (c) – RE-ELECTION AND ELECTION OF DIRECTORS

The ASX Listing Rules require the Company to hold an election of Directors each year. The Company's Constitution also requires that one-third of Directors (rounded down to the nearest whole number) retire from office at each AGM of the Company. In addition, no Director can stay in office longer than the later of the third AGM or three years after last being elected.

Accordingly, Mr Kevin Seymour and Mr Julien Playoust are due to retire at the AGM and they offer themselves for re-election.

Additionally, Dr David Watson, who was appointed by the Board as a Director on 27 March 2014, also retires at the AGM pursuant to the Company's Constitution and offers himself for election.

RESOLUTION 2(a) – RE-ELECTION OF MR KEVIN SEYMOUR AS A DIRECTOR

Mr Kevin Seymour was last elected to the Board on 27 October 2011 and has been a member of the Board since 12 October 2006, previously having been appointed to UNITAB's (now TattsBet) board of directors in September 2000.

Mr Seymour:

- is a member of the Audit, Risk and Compliance Committee;
- is a member of the Governance and Nomination Committee;
- is Deputy Chairman of ASX listed Ariadne Australia Limited (since 1992);
- is Executive Chairman of Seymour Group, a private property development and investment company with interests in the energy sector. Kevin's extensive management and business experience includes company restructuring and equities markets in Australia. Previously independent Chair of Queensland Government Brisbane City Council's Brisbane Housing Company Limited, Chair and Benefactor of Community TV's Channel31, served on Lord Mayor's Drugs Taskforce and is an Honorary Ambassador for the City of Brisbane; and
- holds board positions with several private companies in Australia.

Recommendation

A review of Mr Seymour's performance during the period of his directorship has been undertaken by the other Directors. As a result, the Directors (with Mr Seymour abstaining) recommend that shareholders vote in favour of Resolution 2(a).

EXPLANATORY MEMORANDUM

(CONTINUED)

RESOLUTION 2(b) – RE-ELECTION OF MR JULIEN PLAYOUST AS A DIRECTOR

Mr Julien Playoust was last elected to the Board on 27 October 2011 and has been a member of the Board since 21 November 2005.

Mr Playoust:

- is a member of the Audit, Risk and Compliance Committee;
- is Chairman of the Remuneration and Human Resources Committee;
- is a Non-executive Director of Australian Renewable Fuels Limited (Director since April 2009), an ASX listed company. He is a Director of private equity company MGB Equity Growth Pty Limited, Trustee of the Art Gallery NSW Foundation, Director of the National Gallery of Australia Foundation and on the University of NSW College of Fine Arts Advisory Council (COFA) and sits on the Advisory Boards of The Nature Conservancy and Beyond Empathy Limited;
- is Managing Director of AEH Group and his professional career includes Andersen Consulting, Accenture and executive and non-executive roles in a number of public and private companies;
- is a Fellow of the Australian Institute of Company Directors and a member of the Australian Institute of Management and the Royal Australian Institute of Architects; and
- holds a Masters of Business Administration from AGSM, Bachelor of Architecture, First Class Honours and Bachelor of Science from Sydney University, and a Company Director Course Diploma from Australian Institute of Company Directors.

Recommendation

A review of Mr Playoust's performance during the period of his directorship has been undertaken by the other Directors. As a result, the Directors (with Mr Playoust abstaining) recommend that shareholders vote in favour of Resolution 2(b).

RESOLUTION 2(c) – ELECTION OF DR DAVID WATSON AS A DIRECTOR

Dr David Watson was appointed as a Director by the Board on 27 March 2014.

Dr Watson:

- is a member of the Audit, Risk and Compliance Committee;
- is a member of the Governance and Nomination Committee;
- is currently the independent Chair of the Translational Research Institute, a leading Australian medical research and biopharmaceutical facility based in Brisbane. He is also Deputy Chair of the Queensland Competition Authority;
- holds a Bachelor of Commerce (Hons) from the University of Queensland, and an MA and PhD from Ohio State University;
- is a Fellow of the Institute of Chartered Accountants and of CPA Australia and is an Associate in Accounting of the University of Queensland; and
- served in the Federal Parliament in the House of Representatives as the member for Forde from 1984 – 1987 and in the Queensland Parliament as the member for Moggill from 1990 – 2004, during which time he was the Minister for Public Works and Housing (April 1997 – July 1998). Prior to entering parliament, Dr Watson was Professor of Accounting and Business Finance at the University of Queensland.

Recommendation

The Directors (with Dr Watson abstaining) recommend that shareholders vote in favour of Resolution 2(c).

RESOLUTION 3 – GRANT OF RIGHTS TO CHIEF EXECUTIVE OFFICER

Background

Shareholders are being asked to approve Resolution 3 to allow performance rights (**Rights**), and shares that may vest under the Tatts Group Limited Rights Plan (**Rights Plan**) following the exercise of Rights, to be issued to Mr Robbie Cooke.

Mr Cooke's remuneration includes:

- fixed annual remuneration (salary plus superannuation);
- the grant of up to 450,000 Rights over a three year period ending on 30 September 2015, which was approved by shareholders at the 2013 AGM; and
- a performance based incentive of up to 70% of Mr Cooke's fixed annual remuneration payable 50% in cash and 50% in Rights to restricted shares (with the Rights component subject to shareholder approval).

In determining Mr Cooke's remuneration package, including the proposed grant of Rights, the Board considered the scope of Mr Cooke's role, the business challenges facing Tatts and market practice for the remuneration of chief executive officers in positions of similar responsibility.

The Board has determined that the grant of Rights under the Rights Plan to Mr Cooke is an appropriate form of longer term incentive for Mr Cooke.

ASX Listing Rule 10.14

Resolution 3 seeks shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14, which provides that a company must not issue equity securities (including performance rights) to a director under an employee incentive scheme unless the issue has been approved by shareholders by ordinary resolution. If approval is given under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11 (which provides a general restriction against issuing securities to company directors without shareholder approval).

As noted above, Mr Cooke's remuneration arrangements includes a performance based incentive of up to 70% of Mr Cooke's fixed annual remuneration, payable 50% in cash and 50% in Rights to restricted shares (with the Rights component subject to shareholder approval).

The performance based incentive entitlements are at risk. The actual incentive awarded, if any, is determined by the Board each year based on achievement of a mix of financial and non-financial targets and an overall assessment of Mr Cooke's performance. The Board considers that the Company's Performance Based Incentive Plan forms an integral part of executive remuneration. It seeks to align the interests of shareholders with those of the Company's executives.

Subject to shareholder approval, the Board has determined that 131,089 Rights (with a face value of \$457,500 as at 1 August 2014) be granted to Mr Cooke as part of Mr Cooke's performance based incentive award for the financial year ending 30 June 2014. The proposed award of Rights has been endorsed by the Board on the recommendation of the

EXPLANATORY MEMORANDUM

(CONTINUED)

Remuneration and Human Resources Committee. Approval is therefore sought pursuant to ASX Listing Rule 10.14 for the grant of 131,089 Rights to Mr Cooke. If approved, the grant of Rights will be made to Mr Cooke shortly after the AGM.

In the event that Resolution 3 is not approved by the requisite majority of shareholders, Mr Cooke will receive the value of the 131,089 Rights in cash. The cash value of the Rights will be determined by using the VWAP of the 10 ASX trading days prior to determination by the Remuneration and Human Resources Committee to award the Rights.

Information requirements for the purposes of Listing Rule 10.14

The following information is provided as required by Listing Rule 10.15A.

(a) Date the securities will be provided

If approved by shareholders, Rights will be granted to Mr Cooke as soon as practicable after the AGM.

(b) Maximum number of securities to be provided

The maximum number of Rights that may be acquired by Mr Cooke is 131,089.

(c) The price of securities, performance measures and other matters

The principal terms of the Rights proposed to be granted are as follows:

- On exercise, each Right entitles Mr Cooke to be issued with one ordinary share in Tatts.
- No consideration will be payable by Mr Cooke for either grant of Rights or on exercise of the Rights.
- The Rights will be exercisable into restricted shares approximately 12 months after grant (usually late October in the following year). Other than this time-based hurdle, there are no vesting conditions attached to the exercise of the Rights.
- Mr Cooke has one month in which to exercise their grant of Rights once exercisable, thereafter they will lapse.
- Mr Cooke will be restricted from dealing in shares issued following the exercise of Rights for the earlier of two years from the date of issue and Mr Cooke ceasing to be employed by Tatts Group (and at all times subject to the Company's Securities Trading Policy and insider trading laws) (**Disposal Restriction Period**).
- Subject to the discretion of the Board, if:
 - Mr Cooke does not remain employed by Tatts Group for any reason other than the expiration of his employment agreement, or commits an act of fraud or serious misconduct in relation to the affairs of Tatts; or
 - there is a material misstatement in Tatts' financial statements,

Unvested Rights will lapse.

- Shares issued following the exercise of Rights are, subject to the discretion of the Board, liable to forfeiture during the Disposal Restriction Period if:
 - Mr Cooke commits an act of fraud or serious misconduct in relation to the affairs of Tatts; or
 - there is a material misstatement in Tatts' financial statements.

(d) Persons referred to in ASX Listing Rule 10.14 who received securities under the Rights Plan since the last shareholder approval.

At the 2013 AGM, shareholders approved a grant of up to 450,000 Rights to Mr Cooke over a three year period ending on 30 September 2015. The first tranche (150,000 Rights) was granted to Mr Cooke on 1 November 2013. Additionally, 60,074 FY13 Rights were granted to Mr Cooke on 1 November 2013. There was no issue price or exercise price for the Rights. No other person who requires shareholder approval under ASX Listing Rule 10.14 has been granted any Rights under the Rights Plan since 31 October 2013.

(e) Voting Exclusion Statement

The voting exclusions applicable to Resolution 3 are contained in the voting exclusion statement set out on page 2 of the Notice of Meeting accompanying this Explanatory Memorandum.

(f) No loan

The Company will not be providing a loan to Mr Cooke in relation to the acquisition of Rights, or the exercise of those Rights, the subject of Resolution 3.

(g) Details to be included in annual reports

Details of any securities issued under the Rights Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and will state that approval for the issue of securities was obtained under Listing Rule 10.14.


No Directors other than Mr Cooke are entitled to participate in the Rights Plan. Any additional persons for whom shareholder approval is required and who become entitled to participate in the Rights Plan after Resolution 3 is approved and who are not named in the Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14. If any additional persons for whom shareholder approval is required under the ASX Listing Rules become entitled to participate in the Rights Plan following approval of this resolution, they will not participate until approval is obtained as required under ASX Listing Rule 10.14.

Recommendation

The Directors (with Mr Cooke abstaining), recommend that shareholders vote in favour of Resolution 3.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

┌ 000001 000 TTS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 367 346
(outside Australia) +61 3 9415 4199

Voting Form



Vote and view the annual report online

- Go to www.tattsgroup.com/investors/agsm or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
2:00 pm (Brisbane time) Monday 27 October 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

Appoint a Proxy to Vote on Your Behalf

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →



MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

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At the Annual General Meeting of Tatts Group Limited to be held at the Ithaca Auditorium, Level 2, Brisbane City Hall (Ann Street entrance), Brisbane QLD 4000 on Wednesday, 29 October 2014 at 2:00 pm (Brisbane time) and at any adjournment or postponement of that meeting, I/We being member/s of Tatts Group Limited direct the following:

1. Vote Directly

Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the prior or contemporaneous appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

the Chairman of the Meeting **OR**

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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).

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

IMPORTANT FOR ITEMS 1 AND 3

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1 and 3** (except where I/we have indicated a different voting intention below) even though **Items 1 and 3** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1 and 3** by marking the appropriate box in Step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
1	Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Re-election of Director - Mr Kevin Seymour	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Re-election of Director - Mr Julien Playoust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c)	Election of Director - Dr David Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Grant of Rights to Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

Questions from Securityholders

The Annual General Meeting (AGM) of Tatts Group Limited will be held on Wednesday 29 October 2014 at 2:00pm (Brisbane time). Securityholders are invited to register questions in advance of the AGM.

This form may also be used to submit a written question to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

In the course of the AGM we intend to respond to the more frequently asked questions. Responses to the more frequently asked questions will be available on the Tatts Group Limited website after the AGM.

Securityholder questions must be received by Monday 20 October 2014. Questions can be submitted online at www.tattsgroup.com/investors/agm by selecting the "Lodge an AGM question online" link. Alternatively please return this form to our Share Registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001 or by facsimile to 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia). The envelope provided for the return of your voting form may also be used for this purpose.

Securityholder's Name

Securityholder Reference Number (SRN)

OR

Holder Identification Number (HIN)

Question/s

Please tick if it is a question directed to the Auditor

1. _____
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2. _____
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3. _____
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4. _____
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5. _____
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