Rule 3.19A.2

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	16 October 2014

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	452,638 Ordinary Shares held directly 46,825 Ordinary Shares pursuant to Tabcorp's Short Term Performance Plan held directly 1,017,648 Performance Rights pursuant to Tabcorp's Long Term Performance Plan held directly
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	28 October 2014, being the date on which 519,125 Performance Rights were issued to David Attenborough, and follows shareholder approval obtained at Tabcorp's Annual General Meeting on 28 October 2014
No. of securities held prior to change	As detailed above
Class	As detailed above

+ See chapter 19 for defined terms.

Number acquired	519,125 Performance Rights
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No amount is payable by Mr Attenborough on the grant of the Performance Rights. As described in the Notice of Annual General Meeting dated 24 September 2014, the number of Performance Rights was determined based on a formula which used the Fair Market Value of a Performance Right calculated as $1.83 at 16 September 2014
No. of securities held after change	452,638 Ordinary Shares held directly 46,825 Ordinary Shares pursuant to Tabcorp's Short Term Performance Plan held directly 1,536,773 Performance Rights pursuant to Tabcorp's Long Term Performance Plan held directly
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of 519,125 Performance Rights pursuant to Tabcorp's Long Term Performance Plan and in accordance with shareholder approval obtained at Tabcorp's Annual General Meeting on 28 October 2014

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	
Nature of interest	
Name of registered holder **(if issued securities)**	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	

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

Part 3 – +Closed period

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

+ See chapter 19 for defined terms.