

5 February 2015

The Manager
Market Announcements Office
ASX Limited
Level 4, Rialto North Tower
525 Collins Street
Melbourne VIC 3000

Dear Sir / Madam

Notice under sections 708AA(2)(f) of the *Corporations Act 2001* (Cth) as modified by ASIC Class Order 08/35

This notice is given by Tabcorp Holdings Limited (ACN 063 780 709) (**Tabcorp**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Act**) as modified by the Australian Securities & Investments Commission Class Order 08/35.

Tabcorp has announced an accelerated renounceable pro-rata entitlement offer (with retail rights trading) (the **Offer**) of 1 new Tabcorp share (**New Share**) for every 12 Tabcorp shares held as at 7.00pm (Australian Eastern Daylight Time) on 10 February 2015 by Tabcorp shareholders with a registered address in Australia or New Zealand and certain other jurisdictions in which Tabcorp has decided to make the Offer.

Tabcorp advises that:

- (a) the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
- (b) this notice is being given under section 708AA(2)(f) of the Act as modified by ASIC Class Order 08/35;
- (c) as at the date of this notice, Tabcorp has complied with:
 - (i) the provisions of Chapter 2M of the Act as they apply to Tabcorp; and
 - (ii) section 674 of the Act as it applies to Tabcorp;
- (d) as at the date of this notice, there is no 'excluded information' of the type referred to in sections 708AA(8) and 708AA(9) of the Act as modified by ASIC Class Order 08/35; and
- (e) the potential effect the Offer will have on the control of Tabcorp, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Offer as a pro-rata offer and the current level of holdings of substantial holdings (based on substantial holding notices that have been given to Tabcorp and lodged with ASX on or prior to the date of this notice), Tabcorp does not expect the Offer to have any material effect on the control of Tabcorp and, as such, does not expect any material consequences to flow from that.

Yours sincerely



Kerry Willcock
Company Secretary



Tabcorp
Holdings Limited

5 Bowen Crescent
Melbourne VIC
Australia 3004

GPO Box 1943
Melbourne VIC
Australia 3001

Tel +61 3 9868 2100
Fax +61 3 9868 2300

www.tabcorp.com.au
ABN 66 063 780 709