

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Tabcorp Holdings Limited (**Tabcorp**)

ABN

66 063 780 709

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares in the capital of Tabcorp (Ordinary Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>38,509,097 Ordinary Shares issued pursuant to the institutional component (Institutional Entitlement Offer) of the accelerated renounceable entitlement offer (Entitlement Offer) described in the ASX Announcement and Investor Presentation lodged with the ASX on 5 February 2015 (the Announcement Materials).</p> <p>Up to 25,238,351 Ordinary Shares are expected to be issued on 13 March 2015 pursuant to the retail component (Retail Entitlement Offer) of the Entitlement Offer (subject to the reconciliation of shareholder entitlements and the effects of rounding).</p> <p>Ordinary Shares issued and to be issued pursuant to the Entitlement Offer are referred to as New Shares.</p> |

+ See chapter 19 for defined terms.

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<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>Ordinary Shares.</p>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>The New Shares issued pursuant to the Institutional Entitlement Offer do not rank equally with existing Ordinary Shares from the date of issue to the extent that the New Shares will not participate in the interim dividend and the special dividend announced by Tabcorp on 5 February 2015, the record date for each of which is 7.00pm (AEDT) on 11 March 2015. From that record date, the New Shares will rank equally with existing Ordinary Shares in relation to dividends. The New Shares otherwise rank equally with existing Ordinary Shares from the date of issue of the New Shares.</p> <p>The New Shares to be issued pursuant to the Retail Entitlement Offer will rank equally with existing Ordinary Shares from the date of issue. However, as the New Shares will be issued after the record date for each of the interim dividend and the special dividend announced by Tabcorp on 5 February 2015, they will not participate in those dividends.</p>
<p>5 Issue price or consideration</p>	<p>\$3.70 per New Share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>As described in the Announcement Materials, the Entitlement Offer will fund an approximately \$230 million (30 cents per existing Ordinary Share) fully franked special dividend, and is intended to maintain Tabcorp's current balance sheet and capital position. The special dividend is being paid out of the retained earnings of Tabcorp.</p>

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6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i> , and comply with section 6i	No.
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable.
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable.
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable.
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable.

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7 ⁺Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

The issue date for the New Shares issued pursuant to the Institutional Entitlement Offer is 18 February 2015.

The proposed issue date for the New Shares to be issued pursuant to the Retail Entitlement Offer is 13 March 2015.

8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
After completion of the Institutional Entitlement Offer there are 804,161,461 Ordinary Shares on issue.	Ordinary Shares.
After completion of the Retail Entitlement Offer there are expected to be 829,399,812 Ordinary Shares on issue (based on the number of Ordinary Shares on issue after completion of the Institutional Entitlement Offer and the number of New Shares expected to be issued under the Retail Entitlement Offer, as referred to in Item 2).	
2,500,000	Tabcorp Subordinated Notes.

9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
4,441,517	Performance Rights issued to employees pursuant to Tabcorp's Long Term Performance Plan.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

As per existing Ordinary Shares, except that the New Shares will not participate in the interim dividend and the special dividend announced by Tabcorp on 5 February 2015, as referred to in Item 4.

⁺ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Renounceable.
13	Ratio in which the ⁺ securities will be offered	1 New Share for every 12 Ordinary Shares held as at the record date.
14	⁺ Class of ⁺ securities to which the offer relates	Ordinary Shares.
15	⁺ Record date to determine entitlements	7.00pm (AEDT) on 10 February 2015.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they have been or will be rounded down to the next whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	All countries other than Australia and New Zealand and any other jurisdictions into which it is decided to make offers.
19	Closing date for receipt of acceptances or renunciations	11.00am (AEDT) on 6 February 2015 under the Institutional Entitlement Offer. 5.00pm (AEDT) on 2 March 2015 under the Retail Entitlement Offer.
20	Names of any underwriters	UBS AG, Australia Branch.
21	Amount of any underwriting fee or commission	A combined underwriting and management fee of 2.3% of the proceeds of the Entitlement Offer.

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22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or Product Disclosure Statement has been or will be issued. The Retail Entitlement Offer documents were sent to eligible retail shareholders on 16 February 2015.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	10 February 2015 in relation to the Retail Entitlement Offer only.
29	Date rights trading will end (if applicable)	23 February 2015 in relation to the Retail Entitlement Offer only.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Eligible retail shareholders who wish to sell their entitlements in full on ASX must instruct their broker and provide details as requested from their Entitlement and Acceptance Form.

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31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<p>Eligible retail shareholders who wish to sell part of their entitlements on ASX and accept the balance must:</p> <ul style="list-style-type: none"> • in respect of the part of their entitlements to be sold on ASX, instruct their broker and provide details as requested from their Entitlement and Acceptance Form; and • in respect of the part of their entitlements to be accepted, complete and return their Entitlement and Acceptance Form with the requisite Application Monies or pay the requisite Application Monies by BPAY® by following the instructions set out on their Entitlement and Acceptance Form.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	<p>Eligible retail shareholders who wish to transfer all or part of their entitlements other than on ASX must send a completed Renunciation and Transfer Form (obtainable through the Tabcorp Shareholder Information Line or their broker) together with their Entitlement and Acceptance Form and the transferee's requisite Application Monies to the Tabcorp Share Registry in relation to those entitlements that they wish to transfer. The transferee's address must be in Australia or New Zealand (unless Tabcorp agrees otherwise) and the transferee must not be in the United States or acting for the account or benefit of a person in the United States.</p>
33	+Issue date	<p>The issue date for the New Shares issued pursuant to the Institutional Entitlement Offer is 18 February 2015.</p> <p>The proposed issue date for the New Shares to be issued pursuant to the Retail Entitlement Offer is 13 March 2015.</p>

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Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of ⁺ securities for which ⁺ quotation is sought	Not applicable.				
39	⁺ Class of ⁺ securities for which quotation is sought	Not applicable.				
40	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable.				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	Not applicable.				
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">⁺Class</th> </tr> <tr> <td style="height: 100px; vertical-align: top; padding: 5px;">Not applicable.</td> <td style="height: 100px; vertical-align: top; padding: 5px;">Not applicable.</td> </tr> </table>	Number	⁺ Class	Not applicable.	Not applicable.
Number	⁺ Class					
Not applicable.	Not applicable.					

⁺ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

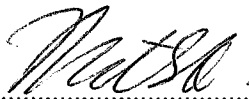
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


.....
(Company secretary)

Date: 18 February 2015

Print name:

Michael Scott

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