

# 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    | Jane Hemstritch  |
| Date of last notice | 23 November 2010 |

### 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                                                                                                                                     | Interest prior to change:<br>23,181 Ordinary Shares held indirectly by<br>Falderal Pty Ltd as trustee for the<br>Hemstritch Super Fund                                                                                                                                              |
| Nature of indirect interest<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | As detailed above                                                                                                                                                                                                                                                                   |
| Date of change                                                                                                                                                  | 13 March 2015, being the allotment date for Ordinary Shares issued pursuant to the retail component of the accelerated renounceable entitlement offer <b>(Entitlement Offer)</b> described in the ASX Announcement and Investor Presentation lodged with the ASX on 5 February 2015 |
| No. of securities held prior to change                                                                                                                          | As detailed above                                                                                                                                                                                                                                                                   |
| Class                                                                                                                                                           | Ordinary Shares                                                                                                                                                                                                                                                                     |
| Number acquired                                                                                                                                                 | 1,931 Ordinary Shares                                                                                                                                                                                                                                                               |

+ See chapter 19 for defined terms.

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|                                                                                                                                                                             |                                                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| <b>Number disposed</b>                                                                                                                                                      | Not applicable                                                                                      |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | \$3.70 per Ordinary Share issued pursuant to the Entitlement Offer                                  |
| <b>No. of securities held after change</b>                                                                                                                                  | 25,112 Ordinary Shares held indirectly by Falderal Pty Ltd as trustee for the Hemstritch Super Fund |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of 1,931 Ordinary Shares issued pursuant to the Entitlement Offer                             |

## 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.

|                                                                                                                                                                              |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| <b>Detail of contract</b>                                                                                                                                                    | Not applicable |
| <b>Nature of interest</b>                                                                                                                                                    |                |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      |                |
| <b>Date of change</b>                                                                                                                                                        |                |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |                |
| <b>Interest acquired</b>                                                                                                                                                     |                |
| <b>Interest disposed</b>                                                                                                                                                     |                |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 |                |
| <b>Interest after change</b>                                                                                                                                                 |                |

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+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

|                                                                                                                                                         |    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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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<sup>+</sup> See chapter 19 for defined terms.