

Intecq Scheme Meeting Chairman's Address

Good morning ladies and gentlemen.

My name is Paul Oneile, Chairman of Intecq Limited. On behalf of my fellow Directors I would like to thank you for attending today's Scheme Meeting. This is a properly constituted meeting, a quorum is present, proxies have been inspected and all those validly lodged have been accepted. I therefore declare the Meeting open.

This meeting has been convened in accordance with an Order of the Supreme Court of New South Wales to allow shareholders to consider and vote on the proposed Scheme of Arrangement under which a wholly owned subsidiary of Tabcorp Holdings Limited will, if the Scheme is approved by the necessary majority at this meeting and is subsequently approved by the Court, acquire 100% of Intecq's issued share capital.

I would like to start by introducing the company officeholders present today. From our board, we have:

- Tony Toohey, the Deputy Chairman and an Executive Director,
- Ian James, a Non-Executive Director,
- Allan Sullivan, a Non-Executive Director, and
- Simon Kelly, a Non-Executive Director.

I note apologies from Non-Executive Director Michael Hale, who is unable to attend today.

Our company secretary, Alistair McKeough, is also present. From our executive team, we have:

- Peter Walford, Acting Chief Executive Officer and Chief Operating Officer; and
- Robert Fredericks, Chief Financial Officer

Overview of the Scheme

A copy of the Scheme Booklet has been sent to all shareholders on or around 27 September 2016 and will be taken as read.

Today, Intecq's shareholders will be asked to consider and vote on the proposed Scheme of arrangement between Intecq Limited and its shareholders, under which Tabcorp Holdings Limited (through its subsidiary, Tabcorp Gaming Holdings Proprietary Limited) will acquire 100% of the shares in Intecq. You will have an opportunity to ask questions prior to voting on the proposed Resolution to approve the Scheme.

As you will probably know, Tabcorp is headquartered in Melbourne and is one of the world's largest listed gaming companies.

If the Scheme is implemented, shareholders of Intecq which are recorded on the register on the Scheme Record Date, which is expected to be in mid-December will receive \$7.15 in cash for each ordinary fully-paid share they hold. This puts Intecq's equity at around \$128 million.

The purpose of this meeting is to consider and, if thought fit, to pass the following resolution, which is set out in the notice of meeting contained in Annexure 1 of the Scheme Booklet:

“That, pursuant to and in accordance with section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Intecq Limited and the holders of its ordinary shares (as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part) is agreed to (with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Intecq Limited and Tabcorp Holdings Limited agree)”

In order for that resolution to be passed, it must be agreed to by:

- a majority in number of shareholders of Intecq present and voting at this meeting (either in person or by proxy); and
- at least 75% of the total number of votes cast on the resolution at this meeting by shareholders of Intecq present and voting at the meeting (either in person or by proxy).

By way of update, the Australian Tax Office has issued a draft tax ruling which is consistent with the tax implications of the Scheme, as set out in Section 8 of the Scheme Booklet. It is expected that a final tax ruling will be issued following implementation of the Scheme.

The Scheme proposal is an acknowledgement of the work done over a number of years by the Board and management team that has enabled the business to grow and operational performance to thrive.

Our people are some of the best in the industry and they are central to what makes this company and our product offerings so special. I would like to take this opportunity to acknowledge and thank Intecq’s current and past employees. I would also like to thank my fellow Directors and our executive team for their contribution.

And finally I would like to thank you, our shareholders, for your support.

Reasons to vote in favour of the Scheme

I will now turn to the reasons to vote in favour of the Scheme.

Your Board gave careful consideration to whether or not to enter into the Scheme Implementation Agreement with Tabcorp, as well as the advantages and disadvantages of the Scheme, prior to recommending Shareholders vote in favour of it in the absence of a superior proposal. Our recommendation that shareholders vote in favour of the Scheme is unanimous.

The Scheme Booklet sets out the numerous reasons why the Intecq Board recommends you vote in favour of the Scheme. Those reasons are set out on this slide.

Why you may wish to vote against

As discussed in the Scheme Booklet, there may be reasons you wish to vote against the Scheme. Those reasons are summarised on this slide.

Timetable to implementation

If the Scheme Resolution is passed by the requisite majorities, the proposed timeline for the implementation of the Scheme is as follows:

- A hearing at the NSW Supreme Court is scheduled for 4 November 2016. However, as all regulatory approvals may not have been received by that date, the application is intended to be adjourned part-heard to a later date, to occur following receipt of such regulatory approvals. At this time we expect the adjourned hearing to resume on 9 December 2016, and on that occasion Intecq will seek final approval for the Scheme.
- On the basis that the regulatory approvals are received in time for the Court to resume its hearing on 9 December the Effective Date of the Scheme is expected to be on or soon after the reconvened court date. This is the date that the scheme becomes effective, but it will not be implemented until a later date. The Effective Date is also the last date that Intecq shares would trade on the ASX.
- The Record Date for the scheme is expected to be mid-December 2016. That is the date for determining the entitlement of Intecq shareholders to receive the Scheme Consideration.
- The Implementation Date is expected to be late December 2016. This is when the Scheme Consideration will be sent to Scheme Shareholders, and the shares in Intecq will be transferred to Tabcorp.
- In the event that the necessary regulatory approvals are not received in time to reconvene the court on 9 December, the timeline will be adjusted accordingly.

Voting

We now turn to voting on the Scheme Resolution.

I will start with the proxy position.

Proxies have been received representing 12,387,641 shares or 69.35% of the issued capital of 17,862,089 shares.

I now advise on the proxy votes for the Scheme Resolution. Votes were:

1. 12,282,325 for;
2. 66,124 against;
3. 39,192 open; and
4. 325 abstentions.

I note that with respect to the open votes, any proxy appointments in favour of our company secretary or any director (including myself) will be voted "for" the Scheme Resolution.

We will now proceed to vote on the Scheme Resolution, as set out in the Scheme Booklet, and I now invite questions and comments before we proceed.