



Scheme Meeting

28 October 2016

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- On 31 July 2016, Intecq entered into a Scheme Implementation Agreement with Tabcorp under which it is proposed that a wholly-owned subsidiary of Tabcorp will acquire 100% of Intecq's issued capital by way of a Scheme of Arrangement ("Scheme").
- The total cash consideration of A\$7.15 per share values Intecq's equity at approximately A\$128 million.
- The Scheme Meeting is asked to consider, and, if thought fit, to pass the following resolution:

"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)."
- For the Scheme to proceed, the Scheme Resolution must be passed by:
 - a majority in number (more than 50%) of Intecq Shareholders who vote on the Scheme Resolution; and
 - at least 75% of the total number of votes cast on the Scheme Resolution

Reasons to vote in favour of the Scheme

- Your Directors unanimously recommend that you should vote in favour of the Scheme, in the absence of a Superior Proposal
- The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in your best interests
- The \$7.15 cash payment per Intecq Share represents a premium to recent historical volume weighted average Intecq Share prices
- You will receive immediate and certain value for your Intecq Shares
- Since the announcement of the Scheme, no Superior Proposal has emerged
- Intecq's share price is likely to fall if the Scheme does not become Effective
- If the Scheme does not proceed and no Superior Proposal emerges, you will continue to be subject to the risks and uncertainties associated with Intecq's business and general market risks
- No brokerage costs on the disposal of your Intecq Shares under the Scheme

Why you may wish to vote against

- You may disagree with the Intecq Directors' unanimous recommendation and/or the Independent Expert's conclusion
- You may prefer to participate in the future financial performance of the Intecq business
- You may consider that there is potential for a Superior Proposal to emerge
- The tax consequences of the Scheme for you may not suit your financial position

- If the Scheme is approved by Intecq shareholders:

Event	Indicative Timing
Second Court Hearing Date	9:15am, 4 November 2016
Adjourned Second Court Date*	9:15am, 9 December 2016
Effective Date*	9 December 2016
Expected last day of trading in Intecq Shares on ASX. Intecq intends to apply to ASX for Intecq Shares to be suspended from trading on ASX from close of trading on the Effective Date*	9 December 2016
Scheme Record Date (for determining entitlements to Scheme Consideration)*	7.00pm, 16 December 2016
Implementation Date (Scheme Consideration will be sent to Scheme Shareholders on the Implementation Date)*	23 December 2016

* Dates remain subject to change based on timing of receipt of the relevant regulatory approvals.