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financial adviser or legal adviser immediately.**

Tab Limited
(ABN 17 081 765 308)

Supplementary Target's Statement

This supplementary target's statement is the first supplementary target's statement issued by Tab Limited in relation to the off market takeover bid by Tabcorp Investments No 4 Pty Limited. This supplementary target's statement supplements, and should be read together with, the Tab Limited target's statement dated 3 May 2004.

THE DIRECTORS OF TAB LIMITED RECOMMEND THAT YOU REJECT THE TABCORP OFFER

Tab has established a shareholder information line which Tab shareholders may call if they have any queries.

If calling from within Australia the number is 1300 137 984.

If calling from outside Australia the number is +61 3 9649 5408.

Calls to the shareholder information line will be recorded and those recordings will be indexed and stored in accordance with legal requirements.

Important notices

Nature of this document

This document is a supplementary target's statement dated 17 May 2004 under section 644 of the Corporations Act. It is the first supplementary target's statement issued by Tab in relation to the off market takeover bid by Bidder. This Supplementary Target's Statement supplements, and should be read together with, the Original Target's Statement.

Defined terms

A number of defined terms are used in this Supplementary Target's Statement. These terms are explained in Section 3 of this Supplementary Target's Statement.

No account of personal circumstances

This Supplementary Target's Statement does not take into account your individual objectives, financial situation or particular needs. It does not contain personal advice. Your directors encourage you to seek independent financial and taxation advice before making a decision as to whether or not to accept the Tabcorp Offer.

Disclaimer as to forward looking statements

In addition to the historical information that is contained in this Supplementary Target's Statement, some of the statements appearing in this Supplementary Target's Statement may be in the nature of forward looking statements. You should be aware that such statements are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which Tab operates as well as general economic conditions. Actual events or results may differ materially. None of Tab, the Tab Directors or any other Officers of Tab, any persons named in this Supplementary Target's Statement with their consent, or any person involved in the preparation of this Supplementary Target's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, except to the extent required by law.

ASIC disclaimer

A copy of this Supplementary Target's Statement has been lodged with ASIC. Neither ASIC nor any of its officers takes any responsibility for the content of this Supplementary Target's Statement.

Important Dates

Date of the Tabcorp Offer	21 April 2004
Date of Original Target's Statement	3 May 2004
Date of this Supplementary Target's Statement	17 May 2004
Close of Tabcorp Offer Period (unless extended or withdrawn)	7.00pm (Sydney time) on 25 May 2004

Target shareholder information

Tab has established a shareholder information line which Tab shareholders may call if they have any queries in relation to the Tabcorp Offer. The telephone number for the shareholder information line is 1300 137 984 (for callers within Australia) and +61 3 9649 5408 (for callers outside Australia) and will be available during business hours (8.30am to 5.00pm Sydney time).

Tab notifies shareholders that, as required by the Corporations Act, calls to the shareholder information line will be recorded and those recordings will be indexed and stored.

CHAIRMAN'S LETTER

17 May 2004

Dear Shareholder,

Deciding whether or not to accept the Tabcorp Offer for your Tab Shares is perhaps the most important decision that you will be asked to make about your company.

Many of you have been shareholders since the float of the company in 1998 and I would like to take this opportunity to thank you and all other shareholders for your continuing support.

This Supplementary Target's Statement contains the Tab Directors' response to the Tabcorp Offer.

After careful consideration of the offer, as well as the potential issues and risks that could affect Tab shareholders, the Tab Directors make the following recommendation:

The Tab Directors recommend that you REJECT the Tabcorp Offer because it undervalues your Tab shares.

To reject the Tabcorp Offer, simply do nothing.

Each Tab Director intends to **reject the Tabcorp Offer** in respect of his or her own shareholding.

The Tab Directors' recommendation is based on the following reasons:

- The current Tabcorp Offer is inadequate and does not recognise the material improvements in Tab's business in the past six months. These changes have increased the value of your shares, and are reflected in the 17% higher forecast recurring earnings per share (EPS) for the current financial year compared with last year. Further, the forecast EPS for FY05 is 21% higher than the forecast FY04 EPS. The FY05 EPS forecast has been independently reviewed by PricewaterhouseCoopers Securities Ltd. Tab also expects dividends per share to increase. Dividends per share are forecast to increase by 27% for FY04 over FY03, and to increase by a further 16% in FY05.
- The Independent Expert, Lonergan Edwards & Associates Limited, has concluded that the Tabcorp Offer **is neither fair nor reasonable** and has valued Tab Shares at between \$4.84 and \$5.09 per Tab Share. We note that the midpoint of the Independent Expert's valuation is \$4.97. This compares with the Independent Expert's assessed value of the Tabcorp Offer consideration of between \$4.50 and \$4.60 per Tab Share. The Independent Expert's Report is attached to this Target's Statement as Annexure B.
- The Tab Directors do not believe that shareholders are being paid a sufficient premium for control of Tab. The Tab Directors believe that Tab's businesses have an important strategic position within the Australian wagering and gaming industry and any future consolidation, and that Tab shareholders should obtain commensurate value for their shares.

You should be mindful that if the Tabcorp Offer lapses, **the Tab share price is likely to fall**. Lonergan Edwards estimate that Tab shares are most likely to trade in the range of \$3.80 to

\$4.10 if the Tabcorp Offer lapses. Further, Lonergan Edwards indicates that there is unlikely to be an alternative bidder for Tab in the short-term.

The Tab Directors believe that the underlying Tab business will remain strong, with a capacity to fund increasing dividend payments to shareholders. Moreover, as noted below in this letter, the Tab Directors are committed to continuing to seek opportunities to obtain a control premium and/or strategic benefits for Tab shareholders through rationalisation of the Australian gambling industry.

Shareholders will recall that in December 2003 your Directors intended to recommend an offer from UNiTAB at an implied value less than the current implied value of the Tabcorp Offer. The different nature and structure of a combined Tab/UNiTAB (including the fact that Tab shareholders would have enjoyed some two thirds of the benefits of the combination under that offer), together with the material improvement in Tab's operating performance and prospects that have emerged in the last six months, are factors that have influenced the Tab Directors' assessment of the Tabcorp Offer.

Following the agreements between Tabcorp and UNiTAB which resulted in UNiTAB withdrawing from the bidding process, your Directors promptly engaged an independent expert to assess the fairness and reasonableness of Tabcorp's Offer. We have carefully considered the findings of the Independent Expert in making our recommendation.

Our detailed reasons for recommending that shareholders reject the Tabcorp Offer are fully outlined in this document. To reject the Tabcorp Offer, simply do nothing.

The ultimate decision whether to accept the Tabcorp Offer should be based on each Tab shareholder's assessment of their own circumstances.

The Tab Directors have sought, and will continue to seek, to engage Tabcorp in discussions on terms which would represent fair value for Tab shareholders, given Tab's strategic assets and earnings potential.

If Tabcorp fails to offer a high enough price to satisfy Tab shareholders and the Tabcorp Offer is not successful, the Tab Directors will continue to explore ways to enhance shareholder value, including by participating in industry consolidation and resuming Tab's capital management program, including continuing share buybacks.

We encourage you to read this Supplementary Target's Statement in full before making your decision.

The Tab Directors are committed to ensuring that you have the opportunity to participate and benefit from Tab's future growth and strategic positioning – or that you receive an offer that fairly reflects the value of your Tab shares.

We will provide you with further updates when material developments occur. We will also ensure that updates are posted on Tab's website www.tablimited.com.au. You may also call Tab's Shareholder Information Line on 1300 137 984 (for callers within Australia) and +61 3 9649 5408 (for callers outside Australia) if you have any questions.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Graham Kelly', written over a series of horizontal lines.

Graham Kelly
Chairman

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The Tab Directors' recommendation and reasons for recommendation

Since Tab issued the Original Target's Statement on 3 May 2004 and following corporate dealings between Tabcorp and UNiTAB that saw the withdrawal of UNiTAB from the bidding process for Tab, the Tab Directors and Tab management have continued to work towards maximising value for Tab shareholders.

The Tab Directors also commissioned an independent expert to opine on whether the current Tabcorp Offer was fair and reasonable to Tab shareholders. The Tab Directors have now received this report.

Tab's businesses are performing extremely well and show strong growth potential. The Tab Directors have finalised Tab's 2005 financial forecasts and have had these reviewed by PwC Securities. These forecasts are included in Section 1 of this Supplementary Target's Statement, and reflect earnings growth above current market expectations.

The Tab Directors believe that any takeover price for Tab should fully value the company and its growth potential

The Tab Directors unanimously recommend that Tab shareholders REJECT the Tabcorp Offer

The reasons for the recommendation are as follows:

1. The Tab Directors believe that the Tabcorp Offer consideration is inadequate:

- ⌘ The Tab Directors believe that the Tabcorp Offer undervalues the strong current performance, future growth prospects and strategic position of Tab's businesses.
- ⌘ The Tab Directors believe that Tab's key investment features include:
 - ⌘ long term wagering licences in NSW, Australia's most populous State;
 - ⌘ complementary media business, comprising Sky Channel and 2KY Racing Radio; and
 - ⌘ exclusive gaming licences with strong potential for growth in the gaming business.
- ⌘ Tab's underlying operational performance has improved significantly over the past 6 months and this improved performance is forecast to continue, as highlighted in the FY04 and FY05 forecasts set out in Section 1 of this Supplementary Target's Statement. Material improvements include:
 - ⌘ the NSW Government approving an increase in the CMS Monitoring Fee;

- ⌘ the fact that the Tab Gaming Division is now reaching sustainable profitability;
- ⌘ Tab management achieving ongoing productivity and efficiency gains; and
- ⌘ the recently announced cost saving program.

These changes have increased the value of Tab Shares, and are reflected in the 17% higher forecast recurring earnings per share (EPS) for the current financial year compared with last year. Further, the forecast EPS for FY05 is 21% higher than the forecast FY04 EPS. The FY05 EPS forecast has been independently reviewed by PricewaterhouseCoopers Securities Ltd. Tab also expects dividends per share to increase. Dividends per share are forecast to increase by 27% for FY04 over FY03, and to increase by a further 16% in FY05.

The Tabcorp Offer has been made at a time prior to Tab fully demonstrating to the market these recent operational improvements and growth factors, and on this basis the Tab Directors consider that the Tabcorp offer is opportunistic.

2. The Independent Expert has assessed the Tabcorp Offer and concluded that it is neither fair nor reasonable:

- ⌘ The Independent Expert — Lonergan Edwards — has concluded that the Tabcorp Offer is neither fair nor reasonable.
- ⌘ The Independent Expert Report has valued 100% of the Tab Shares on a stand alone basis at between \$4.84 and \$5.09 per share, a mid point of \$4.97 per share, as compared to their assessment of the value of the Tabcorp Offer of \$4.50 - \$4.60 per Tab Share. Shareholders should refer to Annexure B for the full Independent Expert's Report.

3. The Tab Directors do not consider that Tab shareholders are being paid a sufficient premium for control:

- ⌘ The Tab Directors believe Tab's businesses have an important strategic position within the Australian wagering and gaming industry in Australia and any future consolidation
- ⌘ Tabcorp expects to realise significant synergy benefits upon the acquisition of Tab. In the Tabcorp Bidder's Statement, Tabcorp has disclosed that it expects to realise significant net synergies (in excess of \$44 million per annum¹).
- ⌘ With reference to a number of different valuation methodologies, as outlined in the table below, the "premium" that Tabcorp is offering:

¹ Tabcorp estimates that pre-tax synergies and efficiencies of not less than \$44.5 million per annum are expected by Tabcorp to accrue to the merged group in the third full year following Tabcorp's acquisition of 100% of Tab. Tabcorp also estimates that pre-tax synergies and efficiencies of \$41.2 million per annum are expected by Tabcorp to accrue to the merged group in the third full year following Tabcorp's acquisition of at least 50.1% of Tab.

- ⌘ is not reflective of Tab's underlying strategic value and the significant synergies that are expected to be achieved following the takeover; and
- ⌘ is lower than the 25% to 35% range of takeover premia suggested by empirical evidence referred to in the Independent Expert's Report.

Valuation methodology	Tab Share value	Tabcorp Offer implied market value ²	Implied premium/discount to Tabcorp's offer
H			
H			
HTabcorp Offer compared to Tab 100% valuation			
HTab Share value at IER estimated "high" valuation	\$5.08	\$4.58	9.8% discount
HTab Share value at IER estimated "low" valuation	\$4.83	\$4.58	5.2% discount
H			
HOffer compared to possible Tab trading values			
HTab Share value at IER estimated "high" trading valuation	\$4.10	\$4.58	11.7% premium
HTab Share value at IER estimated "low" trading valuation	\$3.80	\$4.58	20.5% premium
HTab Share value at Tabcorp's current trading multiple (2005 EBITDA) ³	\$4.38	\$4.58	4.6% premium

H

- ⌘ The Tabcorp Offer cannot be compared against Tab's share price in October 2003 (which is the approach adopted by Tabcorp) given that, as outlined above, Tab's operational performance has improved significantly since October 2003.

4. Other reasons

- ⌘ Tab shareholders have funded a \$250 million investment in the Tab Gaming Division. If Tabcorp acquires Tab it is required to divest this business. Tabcorp has agreed to sell the Tab Gaming Division to UNiTAB at a price below its assessed value (\$195 million vs the Independent Expert's assessed value range of

² This assumes a Tabcorp VWAP of \$12.90, which was the closing price of Tabcorp Shares on the ASX on 14 May 2004.

³ Tabcorp earnings based on mean of selected broker estimates. No individual broker reports have been reproduced in this document as the information is based on mean estimates. Tab earnings based on FY05 forecast set out in section 1 below. Share prices as at market close 14 May 2004.

\$241 million - \$262 million). As a consequence, Tab shareholders will be denied the opportunity of an appropriate return on this investment.

- ⌘ Tabcorp's proposal potentially rewards other stakeholders at the expense of Tab shareholders:
 - ⌘ The NSW racing industry is the beneficiary of Tabcorp's proposed generous restructuring of the Racing Distribution Agreement;
 - ⌘ UNiTAB is being offered an opportunity to acquire the Tab Gaming Division at a price well below its assessed value; and
 - ⌘ Tabcorp's shareholders will enjoy most of the strategic and synergy benefits arising from an acquisition of Tab.

The Tab Directors believe that these benefits are not being shared appropriately with Tab shareholders.

- ⌘ If you accept the Tabcorp Offer and receive Tabcorp Shares as part of the consideration, you will be exposed to a different business mix compared to Tab which carries some significant risks, including the fact that Tabcorp's wagering licences are of significantly shorter duration than Tab's wagering licences (Tabcorp's wagering and gaming licences may not be renewed after they expire in 2012), increased exposure to gaming, and exposure to Tabcorp's casino businesses. For further information refer to Section 8 of the Tabcorp Bidder's Statement and Section 1.13 of the Original Target's Statement.
- ⌘ The Tabcorp Offer is conditional and uncertain as to its completion. The Tabcorp Offer will lapse unless all of the conditions of the offer are satisfied or waived prior to its close. As at the date of this Supplementary Target's Statement, to the best of Tab's knowledge, none of the conditions of the Tabcorp Offer have been satisfied or waived.

The Tab Directors have sought to engage Tabcorp in discussions on terms that would represent fair value for Tab shareholders, given Tab's strategic assets and earnings potential. In the interests of maximising shareholder value, the Tab Directors will continue to seek engagement with Tabcorp, particularly given that updated information is now available following the release of this Supplementary Target's Statement.

Shareholders should also consider the following other important matters when deciding whether to accept or reject the Tabcorp Offer:

Share price and prospects of alternative takeover bid

The Tab Directors note that if the Tabcorp Offer lapses:

- ⌘ the Tab share price is likely to fall; and
- ⌘ the Independent Expert indicates that there is unlikely to be an alternative takeover bid for Tab in the short term.

The Independent Expert has stated that whilst it is not possible to accurately predict future share prices, Tab Shares are most likely to trade in the range of \$3.80 to \$4.10 once the Tabcorp Offer

lapses. However, the Independent Expert also points out that shareholders should note that the future price of Tab Shares may materially differ from this range if the Tabcorp Offer is not successful.

The extent to which Tab's share price may fall is dependent on a number of factors some of which are outside Tab's control:

- ⌘ Market conditions and sentiment at the time;
- ⌘ The extent to which the market continues to anticipate rationalisation within the gaming and wagering sector;
- ⌘ The successful implementation of initiatives such as capital management;
- ⌘ Any sector or company specific re-rating; and
- ⌘ Future performance of Tab's businesses, including achievement of FY04 and FY05 forecasts.

The Tab Directors believe in the growth prospects of the business and the inherent value of Tab, and consider it important that shareholders have the opportunity to participate in Tab's future growth, or receive an offer that reflects Tab's fair value.

If the Tabcorp Offer lapses, the Tab Directors will continue to explore ways to enhance shareholder value, including by participating in industry consolidation and resuming Tab's capital management program, including continuing share buybacks.

Tab's prospects are based on current views of future events, which by their very nature are unpredictable and accordingly there is no guarantee that these prospects will be realised. There are a number of risks associated with Tab's businesses and the achievement of its objectives, some of which are summarised in Section 1.10 of this Supplementary Target's Statement.

Merits of the Tabcorp Offer as identified in the Independent Expert's Report

While the Independent Expert has concluded that the Tabcorp Offer is neither fair nor reasonable, in deciding whether or not to accept the Tabcorp Offer Tab shareholders should be aware that the Independent Expert's Report did identify a number of merits of the Tabcorp Offer. These are referred to below under the section headed "Summary of conclusions of the Independent Expert's Report".

Acceptances received by Bidder

The Tab Directors note that since the Tabcorp Offer opened on 21 April 2004, and as at the date of this Supplementary Target's Statement, Bidder had notified receipt of acceptances amounting to only 1.07% of Tab Shares from your fellow Tab shareholders.

Intentions of the Tab Directors

In relation to their own Tab Shares, the Tab Directors presently intend to reject the Tabcorp Offer and therefore will not be accepting the Tabcorp Offer in relation to any of the Tab Shares they control.

Summary of conclusions of the Independent Expert's Report

The Independent Expert has concluded that the Tabcorp Offer is neither fair nor reasonable.

The Independent Expert has valued 100% of the Tab Shares on a standalone basis at between \$4.84 and \$5.09 per share.

The Independent Expert summarised the merits of the Tabcorp Offer as follows:

- (a) the Tabcorp Offer represents a premium above the price at which the Independent Expert expects Tab Shares to trade once the Tabcorp Offer lapses;
- (b) it is very unlikely that an alternative bidder will make a takeover offer for Tab prior to the close of the Tabcorp Offer on 25 May 2004;
- (c) Tab shareholders who accept the Tabcorp Offer will benefit from an increase in annual dividend income assuming the cash consideration is reinvested in Tabcorp Shares (or in a company with a similar dividend yield to Tabcorp); and
- (d) the Tabcorp Shares offered as partial consideration are trading on lower earnings multiples than the multiples implied by Tab based on the value of the Tabcorp Offer. In part, this reflects the fact that the Tabcorp Share price represents the value of the shares on a portfolio basis (i.e excluding a control premium).

However, the Independent Expert concluded that the Tabcorp Offer is neither fair nor reasonable because:

- (a) Tabcorp does not currently control Tab and the value of the consideration offered under the Tabcorp Offer is less than the value of 100% of the Tab Shares on a standalone basis (excluding a share of synergy benefits)
- (b) Tab shareholders are not being paid a share of the substantial synergy and efficiency benefits, which Tabcorp expects to generate under the takeover. Given the size of these synergies and efficiencies and the fact the acquisition of Tab will enhance Tabcorp's position as Australia's premier gambling and entertainment group the Independent Expert believes Tabcorp should be prepared to pay a higher price than currently offered.

Financial performance of Tab

The Tab Directors are confident as to the prospects for Tab's businesses. The company's outlook remains strong, with growth in operating cash flow from all of its businesses, reflecting favourable trading conditions and ongoing efficiency and operating improvements.

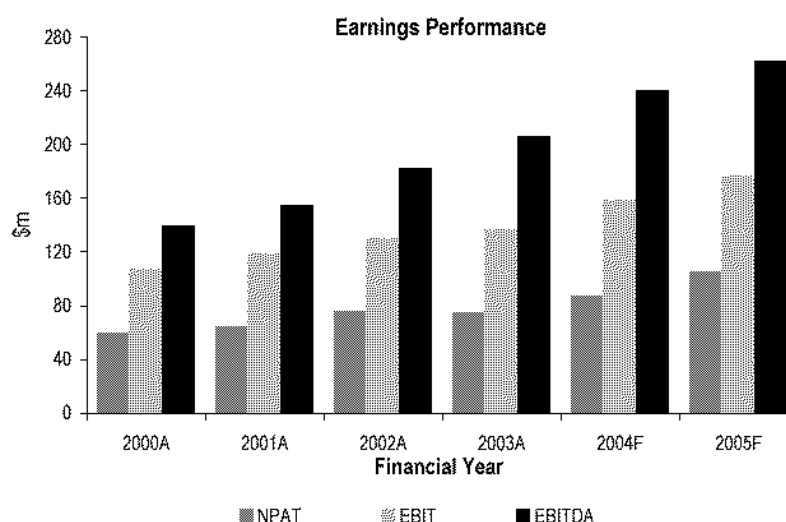
In order to ensure all shareholders and the market are fully informed of Tab's strong earnings and dividend outlook, and to assist shareholders in considering the Tabcorp Offer, the Tab Directors have provided forecast financial information for Tab for the years ending 30 June 2004 (which include 10 months of actual results) and 30 June 2005. The forecast financial information, together with details in relation to the basis for the preparation of the forecast financial information, including the key assumptions, risks and sensitivities which shareholders should consider, are set out in Section 1 of this Supplementary Target's Statement.

PwC Securities has conducted an independent review of the forecast financial information in relation to the 12 months to 30 June 2005. PwC Securities' Investigating Accountant's Report, which is not qualified, is included at Annexure A of this Supplementary Target's Statement.

The forecasts highlight the Tab Directors' expectation of continued strong growth in operating earnings and cash flows across all of its businesses. Assuming that Tab continues as a stand-alone entity the Tab Directors expect Tab shareholders to reap the benefits of growing earnings and declining capital expenditure.

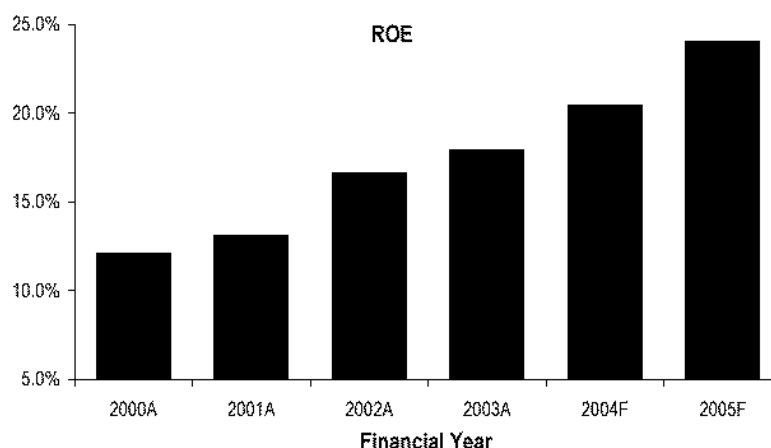
Strong earnings growth outlook for Tab

- 1. Sustained improvements in earnings include a forecast 16% increase in EBITDA in financial year 2004 and a further forecast 9% increase in financial year 2005 to \$262.2 million. Net profit after tax (recurring) is similarly forecast to increase approximately 17% in financial year 2004 and 21% in financial year 2005 to \$105.1 million.**



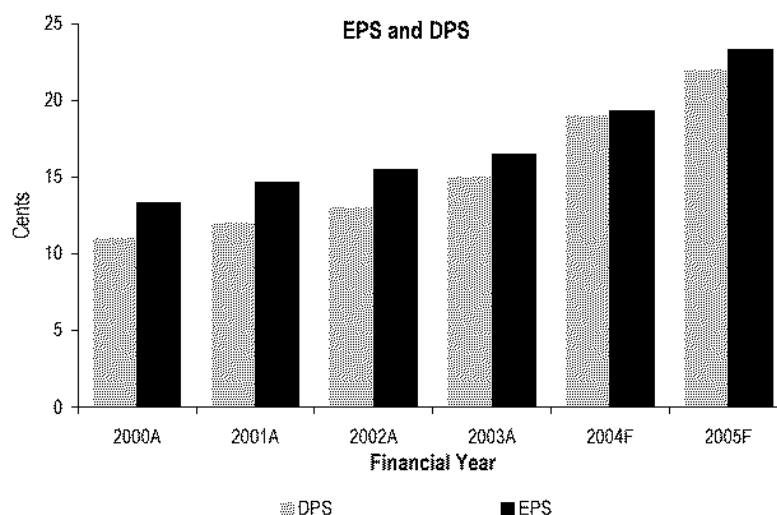
Note: Based on recurring earnings

2. Tab's return on equity (ROE) has historically been strong and the favourable trend of improvements in returns is forecast to continue. ROE is forecast to increase from 17.9% in financial year 2003 to 20.5% in financial year 2004 with a further increase to 24.1% in financial year 2005.



Note: Based on average shareholder funds and recurring NPAT

3. During financial years 2000 to 2003 Tab's earnings per share (EPS) grew at 7.3%⁴ per annum. Sustained improvements in Tab's operations are forecast to result in EPS growth of approximately 17% in financial year 2004 and 21% in financial year 2005. Tab also envisages it will continue to increase dividends to shareholders. Dividends are forecast to increase to \$0.19 per Tab Share in financial year 2004 and grow a further 15.8% to \$0.22 per Tab Share in financial year 2005. Tab expects to be in a position to fully frank its future dividend payments.



Note: EPS based on recurring earnings

⁴ Compound annual growth rate in EPS from financial year 2000 to 2003

Operating improvements

Operational improvements which are expected to contribute to the forecast results include:

- Ongoing growth in wagering turnover of almost 6% per annum and continued margin improvements through initiatives such as the redevelopment of the NetTAB distribution channel, targeting sports betting opportunities, growth through continued development of new bet types such as the Quadrella (a product launched in February 2004) and continuing the rollout of the user-pays InfoBet packages.
- Continued improvement in the profitability of Tab's Data Monitoring Services Business arising from:
 - an increase in the CMS Monitoring Fee to \$30.72 per machine per month, an increase of \$3.38 per machine per month (effective 1 May 2004);
 - a forecast recovery of \$1.0 million in financial year 2004 and \$5.9 million in financial year 2005 under the CMS Indemnity.⁵
- Improving profitability of Tab's maxgaming linked jackpot business:
 - On 29 April 2004, Tab announced that it had signed almost 3,500 machines to the state wide linked jackpot network. Tab forecasts that machine growth will continue, with slightly less than 6,400 machines forecast to be installed by 30 June 2005. The growth in machine penetration is partly driven by:
 - new initiatives which have led to a number of new mystery linked jackpot products such as Stash, Bullionaire, Dollar Dazzler and Lasseter's Loot (a game developed for a major hotel group);
 - the development of Golden Goals, the first wide-area product offered to NSW registered clubs for no up-front cost in consideration for fees, payable to Tab, determined by reference to the turnover of the participating gaming machines, and the potential for similar offerings in the future.
- The consistent growth in earnings of the media business despite the loss of AJC and STC broadcasting rights. The recent signing of long term broadcast rights to a range of thoroughbred, harness and greyhound clubs secures Sky Channel's position as the premier racing broadcaster.

Additional cost saving initiatives

In addition to the operational improvements and the forecast growth in earnings as set out above, Tab has identified further gross pre-tax cost savings of \$7.9 million per annum⁶ which, depending on the outcome of the Tabcorp Offer, will be pursued. Further details in relation to the cost savings and the associated one-off costs of \$8.9 million are set out in Section 1.11 of this Supplementary Target's Statement.

⁵ A risk factor discount has been applied to obtain these forecast amounts. The amounts that Tab will actually seek to recover under the CMS Indemnity will be higher than the amounts included in the FY04 and FY05 forecasts – please refer to the assumptions underlying the forecasts in Section 1.7 of this Supplementary Target's Statement for further information.

⁶ After allowing for the level of savings which will accrue to the NSW racing industry under the Racing Distribution Agreement the full annual cost savings which will accrue to Tab is expected to be \$6 million (before tax).

Frequently asked questions

This section answers some commonly asked questions about the Tabcorp Offer. It is not intended to address all relevant issues for Tab shareholders and this section should be read together with all other parts of this Supplementary Target's Statement.

QUESTION	ANSWER
<i>What am I being offered under the Tabcorp Offer?</i>	Bidder is offering to acquire all of your Tab Shares. The consideration offered for your Tab Shares under the Tabcorp Offer is \$2.00 cash plus between 0.20 and 0.22 Tabcorp Shares for every 1 Tab Share registered in your name. Full details of the Tabcorp Offer are set out in Section 10 of the Tabcorp Bidder's Statement.
<i>What are the Tab Directors recommending?</i>	The Tab Directors are recommending that Tab shareholders reject the Tabcorp Offer.
<i>What were the conclusions of the Independent Expert?</i>	The Independent Expert has concluded that the Tabcorp Offer is neither fair nor reasonable. The Independent Expert has valued 100% of the Tab Shares on a stand alone basis at between \$4.84 and \$5.09 per share.
<i>What choices do I have as a Tab shareholder?</i>	As a Tab shareholder, you have the following choices in respect of your Tab Shares: (a) you can reject the Tabcorp Offer – to reject the Tabcorp Offer you do not have to do anything; (b) you can accept the Tabcorp Offer – to accept the Tabcorp Offer you should follow the instructions for acceptance explained in the Tabcorp Bidder's Statement; or (c) you can sell your Tab Shares on the stock market (unless you have previously accepted the Tabcorp Offer and you have not validly withdrawn the acceptance). For further information refer to the section later in this Supplementary Target's Statement entitled "Your choices as a Tab shareholder".
<i>When do I have to make a decision?</i>	You will need to make your decision whether to accept or reject the Tabcorp Offer before it closes. The Tabcorp Offer will close at 7.00pm (Sydney time) on 25 May 2004 unless it is withdrawn or extended.
<i>What will happen if the consideration being offered under the Tabcorp Offer is increased?</i>	If the consideration being offered under the Tabcorp Offer is increased the Tab Directors will carefully consider the improved offer and will advise you of their recommendation as soon as possible thereafter.
<i>Will I be forced to sell my</i>	You cannot be forced to sell your Tab Shares unless Bidder

<i>Tab Shares?</i>	satisfies the requirements in the Corporations Act for compulsory acquisition. Information in this regard is set out in Section 1.12 of the Original Target's Statement.
<i>What are the conditions of the Tabcorp Offer?</i>	The full terms of the conditions of the Tabcorp Offer are set out in Sections 10.3(c) and 10.7 of the Tabcorp Bidder's Statement. Tab has made a number of comments in relation to some of the conditions in Section 1.3 of the Original Target's Statement. As at the date of this Supplementary Target's Statement, to the best of Tab's knowledge, none of the conditions of the Tabcorp Offer have been satisfied or waived.
<i>What happens if the conditions of the Tabcorp Offer are not satisfied or waived?</i>	If the conditions of the Tabcorp Offer are not satisfied or waived before the Tabcorp Offer closes, the Tabcorp Offer will lapse. You will then be free to deal with your Tab Shares even if you have accepted the Tabcorp Offer. If the Tabcorp Offer lapses the Tab Directors believe that the price of Tab Shares is likely to fall.
<i>When will I receive my consideration if I accept the Tabcorp Offer?</i>	If you accept the Tabcorp Offer, you will have to wait for the Tabcorp Offer to become unconditional before you receive your consideration. Full details of when you will receive your consideration are set out in Section 10.6 of the Tabcorp Bidder's Statement.
<i>What are the tax implications of accepting the Tabcorp Offer?</i>	A general summary of the tax implications of accepting the Tabcorp Offer are set out in Section 7 of the Tabcorp Bidder's Statement and Section 3.2 of the Original Target's Statement. Tab shareholders are advised to seek taxation advice in respect of the Tabcorp Offer from their accountants or financial advisers.

If you have any further questions please consult your legal, financial or other professional adviser or contact the Tab shareholder information line on 1300 137 984 (for callers within Australia) and +61 3 9649 5408 (for callers outside Australia). The Tab shareholder information line will be available during business hours (8.30am to 5.00pm Sydney time). In accordance with legal requirements, all calls to the Tab shareholder information line will be recorded and those recordings will be indexed and stored.

Your choices as a Tab shareholder

1. Reject the Tabcorp Offer

Tab shareholders who wish to reject the Tabcorp Offer should do nothing. This is what the Tab Directors are unanimously recommending.

Tab shareholders should note that if they elect to reject the Tabcorp Offer they will not receive any consideration from Bidder unless Bidder becomes entitled to compulsorily acquire remaining Tab Shares that it did not acquire under the Tabcorp Offer. See Section 1.12 of the Original Target's Statement for further information regarding compulsory acquisition.

Further, if Bidder's takeover offer is successful (that is, the Tabcorp Offer is declared or becomes unconditional) but Bidder does not become entitled to compulsorily acquire remaining Tab Shares that it did not acquire under the Tabcorp Offer, those Tab shareholders that have not accepted the Tabcorp Offer and continue to hold Tab Shares will be exposed to the risks associated with being minority shareholders of Tab. Some of these risks are explained in Section 3.1 of the Original Target's Statement.

2. Accept the Tabcorp Offer

Tab shareholders may choose to accept the Tabcorp Offer.

Details of the consideration that will be received by Tab shareholders who accept the Tabcorp Offer (if the Tabcorp Offer becomes or is declared unconditional) are set out in the Tabcorp Bidder's Statement.

The Tabcorp Bidder's Statement contains details of how to accept the Tabcorp Offer on the inside cover and on the Acceptance Form.

The effect of accepting the Tabcorp Offer is referred to in Section 1.8 of the Original Target's Statement.

You should be aware that one of the consequences of accepting the Tabcorp Offer is that you will not be able to sell your Tab Shares on market unless, at the time you decide you no longer wish to accept the Tabcorp Offer, you have the right to withdraw your acceptance. The circumstances in which you will have the right to withdraw your acceptance of the Tabcorp Offer are set out in Section 1.8 of the Original Target's Statement.

Risks associated with the Tabcorp Offer and Tabcorp's business are referred to in Section 8 of the Tabcorp Bidder's Statement and Section 1.13 of the Original Target's Statement.

Tab shareholders should also be aware that if they accept the Tabcorp Offer, if the Tabcorp Offer subsequently becomes unconditional and if Bidder acquires less than 80% of the Tab Shares under the Tabcorp Offer (noting that the Tabcorp Offer has a minimum acceptance condition requiring Bidder to have a relevant interest in more than 50% of the Tab Shares at the end of the Tabcorp Offer Period), those Tab shareholders that have accepted the Tabcorp Offer may be liable to pay CGT on all of the offer consideration as CGT rollover relief would not be available in respect of any of the offer consideration (see Section 7 of the Tabcorp Bidder's Statement and Section 3.2 of the Original Target's Statement for further information).

Assuming that the Tabcorp Offer becomes or is declared to be unconditional, Tab shareholders that accept the Tabcorp Offer and who are Eligible Tab Shareholders can elect to participate in the share sale facility which has been arranged by Tabcorp to sell the Tabcorp Shares they are entitled to under the Tabcorp Offer (up to a maximum of 200 Tabcorp Shares). See Section 1.14 of the Original Target's Statement and the Tabcorp Bidder's Statement for further information.

3. Sell your Tab Shares on market

During a takeover, shareholders in a target company can still sell their shares on market for cash.

On 14 May 2004 Tab's share price on the ASX closed at \$4.58, in line with the implied market value of the Tabcorp Offer of \$4.58⁷.

Shareholders who sell their Tab Shares on market for cash:

- will receive the consideration for sale of their shares sooner than if they accept a takeover offer that is subject to outstanding conditions;
- may incur a brokerage charge; and
- will not receive the benefit of any subsequent increase in the consideration offered by Bidder under the Tabcorp Offer, should this eventuate.

If you sell your Tab Shares on market for cash you may be liable for CGT or income tax on the sale.

Tab shareholders should contact their broker to obtain the latest price for Tab Shares and Tabcorp Shares and contact their accountant or financial adviser to determine tax implications from the sale of Tab Shares on market.

The price for Tab Shares and Tabcorp Shares may also be obtained from the ASX website www.asx.com.au (subject to a 20 minute delay).

Tab encourages you to consider your personal risk profile, portfolio strategy, tax position and financial circumstances and seek professional advice before making any decision in relation to your Tab Shares.

⁷ This assumes a Tabcorp VWAP of \$12.90, which was the closing price of Tabcorp Shares on the ASX on 14 May 2004.

1. Forecast financial information

1.1 Introduction

In order to ensure all shareholders and the market are fully informed of Tab's strong earnings and dividend outlook, and to assist shareholders in considering the Tabcorp Offer, the Tab Directors have provided forecast financial information for Tab. The basis for the preparation of the forecast financial information, including the key assumptions, risks and sensitivities which shareholders should consider, are outlined in this section of the Supplementary Target's Statement.

The forecast financial information has been prepared in accordance with the requirements of the Corporations Act, including the measurement and recognition requirements (but not all the disclosure requirements) of applicable accounting standards and other mandatory professional reporting requirements (including Urgent Issues Group Consensus Views) in Australia.

1.2 Forecast financial performance

Set out below is a summary of Tab's consolidated forecast financial performance for the years ending 30 June 2004 and 30 June 2005, together with a comparison with the actual consolidated financial performance of Tab for the year ended 30 June 2003. The forecasts for the 6 and 12 months to 30 June 2004 are presented on a recurring basis to reflect the underlying performance of Tab.

1.3 Summary of Consolidated Statements of Financial Performance

\$ million (Unless otherwise noted)	Audited Actual 12 months to 30 Jun 2003	Pro Forma Actual (a)(b) 6 months to 31 Dec 2003	Pro Forma Forecast (b)(c)(g) 6 months to 30 Jun 2004	Pro Forma Forecast (b)(c)(g) 12 months to 30 Jun 2004	Forecast (d)(g) 12 months to 30 Jun 2005
Revenue	935.8	511.3	490.0	1001.3	1,064.3
EBITDA	206.3	119.2	120.8	240.0	262.2
Depreciation and amortisation	69.6	40.5	41.4	81.9	85.6
EBIT	136.7	78.7	79.4	158.1	176.6
Net interest expense	27.5	12.9	11.1	24.0	19.0
Profit before Tax	109.2	65.8	68.3	134.1	157.6
Income tax expense	34.7	23.1	23.9	47.0	52.5
Net profit after tax	74.5	42.7	44.4	87.1	105.1
Non recurring items (e)	-	(2.5)	-	(2.5)	-
NPAT – reported (e)	74.5	40.2	44.4	84.6	105.1
Earnings per share (EPS) – Basic (cents)(f)	16.5	9.5	9.8	19.3	23.3
Dividends per share (DPS) – fully franked (cents)(f)	15.0	9.0	10.0	19.0	22.0
Payout ratio (%)	90.8	N/a	N/a	98.4	94.4
Capital Expenditure	76.1	14.3	15.4	29.7	31.2

Notes

- (a) Based on recurring results for the 6 months to 31 December 2003 previously reported by Tab and which were the subject of external audit review.
- (b) Details of the non-recurring items are provided in Section 1.4 below.
- (c) The pro forma forecasts for the 6 months to 30 June 2004 are based on 4 months of actual management results and 2 months of forecasts. The pro forma forecasts for the 12 months to 30 June 2004 are based on 10 months of actual management results and 2 months of forecasts. The pro forma forecasts for the 6 months to 30 June 2004 and the 12 months to 30 June 2004 have **not** been independently reviewed by PwC Securities.
- (d) The forecasts for the 12 months to 30 June 2005 have been independently reviewed by PwC Securities. PwC Securities' Investigating Accountant's Report is contained at Annexure A to this Supplementary Target's Statement.
- (e) Non-recurring items are detailed in Section 1.4 below. The reconciliation of recurring NPAT to reported NPAT for the six months to 31 December 2003 and for the 12 months to 30 June 2004 are as follows:

	6 months to 31 Dec 2003	12 months to 30 Jun 2004
	\$M	\$M
Recurring net profit after tax	42.7	87.1
<u>Non recurring items</u>		
Add – Gain on equity performance agreement	5.8	9.7
– Tax expense credit adjustment	1.4	1.4
Less – Corporate activity costs	(9.7)	(13.6)
Net profit after tax - reported	40.2	84.6

- (f) Number of shares on which EPS and DPS are based – 451,192,362 shares at 30 June 2003; and 451,097,362 shares for the periods at 30 June 2004 and 30 June 2005.

- (g) Gaming Incentive Fee (GIF) is payable to the NSW racing industry under the Racing Distribution Agreement. Amounts only become payable once prior period losses are recouped. The FY04 forecast includes a credit of \$4.1 million (of which \$3.2 million relates to prior years), being recognition of the recoverability in future periods of past losses of the Tab Gaming Division. A further amount of \$1.9 million is forecast to be recognised in FY05. In subsequent periods, as profits of the Tab Gaming Division increase, GIF will become payable in accordance with the Racing Distribution Agreement.

1.4 Non-recurring items

The following items have not been included in the pro forma actual results for the 6 months to 31 December 2003 or the pro forma forecasts for the 6 and 12 months to 30 June 2004 on the basis that they are non recurring and therefore not reflective of the underlying performance of Tab:

- costs incurred in corporate activity which included \$9.7 million expensed in the six months ended 31 December 2003. This \$9.7 million included the payment of a one-off break-fee relating to the original UNiTAB merger proposal in October 2003 of \$5.0 million. Costs due to corporate activity are continuing to be incurred in the second half of the current financial year, with costs from 1 January 2004 to 30 April 2004 of \$4.1 million. It is assumed that corporate activity costs incurred subsequent to 19 December 2003 are tax deductible;
- pre-tax profit of \$8.3 million (after tax \$5.8 million) on equity performance agreements reported for the half-year ended 31 December 2003;
- any profit or loss on the equity performance agreement over and above the pre-tax profit of \$8.3 million reported for the half-year ended 31 December 2003. The net unrecognised gain before tax in respect of the equity performance agreement as at 30 April 2004 was approximately \$5.5 million; and
- a tax expense credit adjustment of \$1.4 million reported for the half-year ended 31 December 2003.

1.5 Additional cost saving initiatives

In addition to the operational improvements and the forecast growth in earnings reflected in the summarised consolidated statements of financial performance set out above, Tab has identified further gross pre-tax cost savings of \$7.9 million per annum⁸ which, depending on the outcome of the Tabcorp Offer, will be pursued. Details of these additional cost saving initiatives and the associated one-off costs of \$8.9 million are set out in Section 1.11 below.

1.6 Management discussion and analysis of forecast recurring financial results and performance

(a) Comparison of FY04 forecast to FY03 actual

- Forecast total revenue of \$1,001.3 million in FY04, up 7% on the previous year, reflecting expected increases in revenue levels in all business units.
- Forecast recurring EBITDA of \$240.0 million in FY04, up \$33.7 million or 16.3% compared with the prior period. The majority of this increase relates to

⁸ After allowing for the level of savings which will accrue to the NSW racing industry under the Racing Distribution Agreement the full annual cost savings which will accrue to Tab is expected to be \$6 million (before tax).

improved performance of Tab's Data Monitoring Services Business and increased earnings in Tab's wagering business.

- Depreciation and amortisation expense is forecast at \$81.9 million in FY04, up \$12.3 million or 17.7% as a flow on from previous years' capital expenditure programs, in particular Eureka wagering terminals, property refurbishment and gaming developments.
- Forecast recurring EBIT is \$158.1 million in FY04, up \$21.4 million or 15.7%, even after the expected 17.7% increase in depreciation and amortisation expense.
- Total recurring operating costs, excluding government wagering taxes, racing industry fees and depreciation and amortisation expense, is forecast to increase 3.1% in FY04 to \$319.8 million.
- Net interest expense is forecast to decrease by \$3.5 million, or 12.7%, to \$24.0 million in FY04, primarily resulting from an expected \$80.8 million reduction in borrowings as a result of stronger cash flows and lower capital expenditure.
- Forecast income tax expense of \$47.0 million in FY04 reflects an expected effective tax rate of 35.1%, up from 31.8% in the previous period, as a consequence of lower research and development expenditure deductions.
- Forecast capital expenditure is expected to decrease by \$46.4 million to \$29.7 million in FY04. This reduction and lower ongoing capital expenditure follows on from completion of major capital expenditure projects that were undertaken to develop and revitalise the company's asset base following privatisation in June 1998.
- EPS on a recurring basis is forecast to increase 17.0% to 19.3 cents in FY04. Based on the forecast net profit after tax and a 98.4% payout ratio, it is anticipated that fully franked dividends for FY04 will total 19.0 cents, being 26.7% higher than last year.

(b) Comparison of FY05 forecast to FY04 forecast

- Forecast total revenue of \$1,064.3 million in FY05, up 6.3% on the FY04 forecast, reflecting expected increases in wagering and gaming revenue levels, and slightly lower media revenue following a reduction in commercial subscriber fees (hotels and registered clubs).
- Forecast recurring EBITDA of \$262.2 million in FY05, up \$22.2 million or 9.2% compared with the FY04 forecast. Improved maxgaming performance as a result of growth in linked machine numbers, the full year impact of increases in the CMS Monitoring Fee and amounts forecast to be recovered under the CMS Indemnity, and wagering turnover growth of 5.9% are expected to contribute to this result.
- Depreciation and amortisation expense is forecast at \$85.6 million in FY05, up \$3.7 million or 4.5% as a flow on from the full year effect of previous years' capital expenditure programs. Depreciation and amortisation expense is forecast to peak in FY05 as Tab's major capital expenditure programs have been finalised.

- Forecast recurring EBIT in FY05 is \$176.6 million, up \$18.5 million or 11.7%.
- Total recurring operating costs, excluding government wagering taxes, racing industry fees and depreciation and amortisation expense, is forecast to increase 6.2% to \$339.6 million in FY05.
- Net interest expense is forecast to decrease by \$5.0 million, or 20.8%, to \$19.0 million in FY05, primarily resulting from an expected \$50.0 million reduction in borrowings as a result of strengthening cash flows.
- Forecast income tax expense of \$52.5 million in FY05 reflects an expected effective tax rate of 33.3%, down from 35.1% in the FY04 forecast due to lower non-deductible corporate costs.
- Forecast capital expenditure is expected to increase by \$1.5 million to \$31.2 million in FY05. This is within Tab's lower ongoing capital expenditure range of \$30 to \$35 million for maintenance of existing assets.
- EPS on a recurring basis is forecast to increase 20.7% to 23.3 cents in FY05. Based on the forecast net profit after tax and a 94.4% payout ratio, it is anticipated that fully franked dividends for FY05 will total 22.0 cents being 15.8% higher than forecast for FY04.

1.7 Basis of preparation of forecast financial performance for the years ending 30 June 2004 and 30 June 2005

Forecast financial performance for the years ending 30 June 2004 and 30 June 2005 has been prepared based on the Tab Directors' assessment of present economic and operating conditions, and on a number of best estimate assumptions regarding future events and actions which the Tab Directors believe are reasonable. These future events may or may not take place. The key assumptions underlying the forecasts are set out in Section 1.8 below.

The forecasts were prepared as part of Tab's usual budget process for the year ending 30 June 2005 and recognise actual management results to the end of April 2004. This budget process also updated the projected earnings forecast for the year ending 30 June 2004. Tab's senior finance and accounting executives, who all hold professional accounting qualifications, together with Tab's Managing Director and business unit executives, were responsible for the preparation of the forecasts.

The Tab Directors have reviewed the forecasts as well as the process for preparing the forecasts. Assisted by Tab management's knowledge of the operations of Tab and the industry in which Tab operates, and the review process undertaken, the Tab Directors are of the opinion that the forecast financial information and the best estimate assumptions behind those forecasts are reasonable and achievable.

PwC Securities have conducted an independent review of the forecast financial information in relation to the 12 months to 30 June 2005 and the best estimate assumptions on which it is based. PwC Securities' Investigating Accountant's Report is included at Annexure A of this Supplementary Target's Statement.

Forecasts are by their very nature subject to uncertainties and unexpected events, many of which may be outside the control of Tab and the Tab Directors. Also, events and circumstances often do not occur as anticipated, and therefore actual

results are likely to differ from the forecast, and the differences may be material. Accordingly, the Tab Directors cannot and do not guarantee the achievement of the forecast financial performance.

1.8 Key assumptions in relation to the forecast financial information

The material best estimate assumptions set out below should be read in conjunction with the risk factors outlined in Section 1.10 below.

(a) General assumptions

- There will be no significant change in the economic conditions in Australia in which Tab currently operates.
- There will be no significant change in international and domestic debt markets.
- There will be no significant change in the political, economic, competitive or regulatory environments in Australia in which Tab operates.
- There will be no material industrial or employee relations disputes, litigation, strikes or acts of God relevant to the operations of Tab.
- Tab continues to comply with the terms of its licences and there will be no material changes to the terms of these licences, applicable legislation or regulations under which Tab operates.
- There will be no material amendments to any material agreement or arrangement relating to Tab. The parties to those agreements and arrangements are assumed to continue to comply with the terms of all material agreements and arrangements.
- The Australian company tax rate remains at 30%.
- There are no material changes to Tab's accounting policies or to applicable Australian Accounting Standards, Statements of Accounting Concepts or other mandatory professional reporting requirements in Australia which would have a material impact on Tab's financial results. The potential impact for financial periods commencing on or after 1 January 2005 of the application of the International Financial Reporting Standards are described in Section 1.8(e) below.
- There are no material investments in new projects outside of Tab's core businesses and no material sales of non-core assets owned by Tab.
- There are no non-recurring items forecast in FY05.
- Tab and its subsidiaries are parties to long-term contracts which affect both revenues and expenses. Some of these contracts provide for escalation in costs/revenues at the rate of CPI increases. The forecasts assume an increase in the CPI of 2.5% in both FY04 and FY05.
- Where cost increases are not contractually provided for, an increase of up to 3% in overall operating costs has been assumed, unless otherwise noted.
- Based on the forecast net profit after tax, the fully franked dividends are forecast assuming a payout ratio of approximately 95%.

- Depreciation and amortisation has been applied in accordance with Tab's accounting policy and accounting standards, which remains consistent with prior periods.
- Interest rates and other borrowing costs are assumed to be consistent with Tab's current borrowing arrangements.
- No change in Tab's capital structure.

(b) Wagering assumptions

- Total wagering turnover grew 5.9% for the ten months ended 30 April 2004 relative to the prior corresponding period. The same rate of turnover growth is assumed in the remaining 2 months to 30 June 2004. Turnover growth is forecast to increase by 5.9% in the twelve months to 30 June 2005.
- The effective commission rate for pari-mutuel turnover will continue at the legislated cap of 16%.
- The absence of STC and AJC racing broadcast content on Sky Channel will continue to have no identifiable impact on total wagering turnover.
- New promotional fees have been agreed with hotels and registered clubs in NSW and take effect from 1 July 2004. The increase in operating expenses in FY05 as a result of these fees is forecast to be \$5.25 million (pre Wagering Incentive Fee payable under the Racing Distribution Agreement).
- Fixed Odds Betting will maintain double digit revenue yields, broadly consistent with recent experience.
- Variable costs such as government taxes, racing product fees and outlet commissions that are calculated as a percentage of revenue or turnover are assumed to increase in proportion to the growth in revenue or turnover (as applicable).

(c) Gaming assumptions

- Total gaming revenue grew 34% for the ten months ended 30 April 2004 relative to the prior corresponding period. In line with the continuing growth of the gaming business (see below), total gaming revenue for the twelve months to 30 June 2004 is forecast to be more than \$59.3 million (41%) higher than the prior corresponding period. Revenue growth is forecast to increase to \$87.8 million (i.e increase by more than 48%) in the twelve months to 30 June 2005. These revenue growth forecasts include amounts under the CMS Indemnity referred to below.
- Gaming Incentive Fee rebates are recognised in accordance with the Racing Distribution Agreement, in FY04 and FY05. The forecast includes amounts as set out in note (g) to the summary of consolidated statements of financial performance in Section 1.3 above.

(1) Data Monitoring Services Business

- On 30 April 2004, the NSW Government determined that effective from 1 May 2004 the CMS Monitoring Fee would increase from \$27.34 per machine per month to \$30.72 per machine per month. It is

assumed that there is no other change to the monitoring fee before 1 July 2005.

Tab and the State of New South Wales have entered into a Deed of Undertaking and Indemnity. As disclosed in Tab's Share Offer Document dated 4 May 1998, the Deed of Undertaking and Indemnity provides, among other things, that the NSW Government will indemnify Tab against any loss it may suffer during the term of Tab's Centralised Monitoring System Licence as a direct consequence of any re-determination of the CMS Monitoring Fee which is made other than in accordance with the methodology and the assumptions as to the rate of return to Tab which were originally employed in determining the original CMS Monitoring Fee in April 1998.

The relevant NSW Government Minister determined the original CMS Monitoring Fee on the basis of a recommendation by the Independent Pricing and Regulatory Tribunal of NSW (**IPART**). IPART stated in that, in making its recommendation, it had applied a pre-tax internal rate of return (**IRR**) to Tab of 11% on Tab's investment in the centralised monitoring system.

As noted above, the NSW Government announced on 30 April 2004 that, following a review by IPART, the monthly monitoring fee would increase by \$3.38 to \$30.72 per machine per month effective 1 May 2004.

Although Tab has not seen the IPART review given to the NSW Government and is not aware of the specific details of IPART's review, Tab estimates that in addition to the impact of the recent re-determination of the monitoring fee, a further \$8 million to \$10 million per annum of additional revenue will be required in order to achieve an 11% pre-tax IRR using the methodology which Tab understands was applied in the original determination of the CMS Monitoring Fee.

Tab has notified the NSW Minister for Gaming and Racing that it intends to lodge a claim under the CMS Indemnity in July of this year for the months of May and June 2004. Further claims can be lodged under the CMS Indemnity in January and July of each year in relation to the preceding six-month period for the remainder of the licence term.

The exact amount of additional revenue to be paid to Tab under the CMS Indemnity will be subject to the outcome of claims to be lodged by Tab with the NSW Government. While there is no guarantee as to the amount that Tab will recover under the CMS Indemnity, for the purpose of the FY04 and FY05 forecast, it is assumed that \$1.0 million is recovered under the indemnity in FY04 and \$5.9 million is recovered under the indemnity in FY05. This provides a discount on the amount of Tab's claim to recognise the fact that the claim has not yet been accepted by the NSW Government and that Tab has not been provided with detailed information as to the basis on which the recent re-determination of the monitoring fee was conducted. However, it does not constitute an admission by Tab as to the amount claimable.

The sensitivity of Tab's EBIT to recoveries under the indemnity are shown in Section 1.9 below.

- No material change in the number of electronic gaming machines (EGMs) being monitored by the centralised monitoring system. Tab is currently monitoring approximately 100,000 EGMs.

(2) Links Business - maxgaming

- On 29 April 2004, Tab announced it had signed almost 3,500 machines for Statewide Linked Jackpot (SWLJ) games, of which 2,800 machines have been installed. As at 14 May 2004 agreements for approximately 3,500 machines had been signed, of which over 3,000 machines had been installed. The SWLJ machines growth is expected to continue with slightly less than 6,400 machine forecast to be installed by 30 June 2005.
- Weighted average daily revenue for SWLJ (net of fees payable to machine manufacturers) is forecast to be in the order of \$13.50-\$14.00 per machine.

(d) Media assumptions

- The first ten months to 30 April 2004 has seen an increase in the media business' operating revenue of 2.3%. Operating revenue is forecast to increase 2.5% in the 12 months to 30 June 2004 relative to the prior corresponding period.
- Operating revenue is forecast to reduce by 6.2% in the 12 months to 30 June 2005 (compared with the 12 months to 30 June 2004), as a result of Sky Channel's decision to provide a 9.75% reduction in fees to commercial subscribers (hotels and registered clubs) for the period that Sky Channel does not hold the broadcast rights to AJC and STC race meetings. The reduction in operating revenue will be off-set by a reduction in operating costs as a result of Sky Channel no longer having to pay for AJC and STC race rights.
- It is assumed that there are no fee increases in any new broadcast rights contracts executed during the forecast period.
- Any reductions in broadcasting rights fees are assumed to be offset by further fee reductions to commercial subscribers, with a net neutral effect on Sky Channel.
- No material change to the number of subscribers.

(e) International Financial Reporting Standards

The Financial Reporting Council has announced that Australia will adopt International Financial Reporting Standards (IFRS) as the reporting and accounting framework from 1 January 2005. The operative date for Tab is expected to be the financial year beginning 1 July 2005. Based on existing differences between Australian Accounting Standards and IFRS, Tab expects the introduction of IFRS will have a favourable impact on its financial statements. Tab currently expects the only material significant impact will be in relation to changes in the accounting treatment of goodwill.

Effective from 1 July 2005 Tab will no longer be required to amortise goodwill (subject to an annual asset impairment test), resulting in an increase in EBIT and

NPAT of \$12.6 million per annum (goodwill amortisation is not tax deductible). This is likely to enhance Tab's capacity to pay increased dividends.

1.9 Sensitivity analysis

The forecasts for the years ending 30 June 2004 and 30 June 2005 are based on a number of economic and business assumptions about future events (these are referred to in Section 1.8 above). The financial forecast information is considered to be sensitive to movements in a number of key assumptions.

To assist shareholders to understand the impact of the key assumptions, the following table sets out the sensitivity of Tab's EBIT for the year ending 30 June 2004 and for the year ending 30 June 2005 to variations in these key assumptions.

Care should be taken in interpreting these sensitivities. The sensitivities assume no management response to the changes even though in practice Tab's management would be expected to respond to any adverse changes by taking action to minimise the effect on Tab's financial performance. The effect on EBIT for each sensitivity does not represent or predict the minimums or maximums likely to be experienced in practice. Further, the analysis assumes that all other assumptions remain constant. In practice, this is unlikely to occur.

Variable	Change	Impact on EBIT(1) (\$million)	
		30 June 2004 (2)	30 June 2005
Wagering			
Wagering pari-mutuel turnover	+/- 1.0%	0.4	2.4
Effective commission rate	+/- 0.1%	0.3	1.8
Fixed Odds revenue yields	+/- 1.0%	0.4	2.0
Gaming			
CMS Indemnity Claim	+/- \$1m annualised	0.1	0.8
Number of SWLJ machines (3)	+/- 150 machines	0.1	0.5
Weighted average daily revenue (4)	+/- \$1.00	0.2	1.5
Media			
Sky Channel subscription revenue	+/- 1.0%	0.1	0.8
Sky Channel programme expenses	+/- 1.0%	0.1	0.3

Notes

- (1) Impact on NPAT will be approximately 70% of the impact on EBIT, but may vary depending on changes in cash flows which may have an impact on interest expense.

- (2) The sensitivity applies only to May 2004 and June 2004 as management results are known to 30 April 2004.
- (3) Number of SWLJ machines throughout May 2004, June 2004 and the entire year in FY05 (assuming machines have the forecast weighted average daily revenue per machine).
- (4) SWLJ weighted average daily revenue per machine (net of fees payable to machine manufacturers).

1.10 Risk factors

There are a number of risk factors which could adversely impact Tab's financial performance and cause that performance to differ from the forecast provided in Section 1.3 above. Some of the specific risks set out below can be mitigated by the use of safeguards and appropriate controls whilst others are likely to remain outside the control of Tab.

(a) Economic risks

Tab and its businesses may be affected by changes in general economic conditions. Economic variables such as interest rates, general level of economic activity, changes in household disposable income, inflation, consumer and industrial demands may affect Tab's revenue and profitability.

(b) Regulatory risks

Tab operates in a highly regulated industry. The earnings of Tab may potentially be impacted by any adverse changes in State and/or Federal Government policy or regulation. In particular, adverse regulatory changes could include:

- ◆ Increases in State wagering and gaming tax rates;
- ◆ Cancellation, termination or amendment of one or more of the licences held by Tab;
- ◆ Reductions to the statutory level of commissions which Tab may earn as a proportion of total wagering turnover;
- ◆ Changes to the regulatory regime allowing a decrease in the minimum level of wagers able to be accepted by telephone by bookmakers, taxation rates applicable to bookmakers being reduced or bookmakers' odds being able to be more widely publicised;
- ◆ Changes to the regulations of gaming machines;
- ◆ Changes to legislation and regulation governing the operation of the hotel and club industry in the jurisdictions in which Tab operates.

Such changes have the potential to impact Tab's earnings and may adversely affect the value of Tab's shares.

(c) Compliance risk

Tab takes all steps it believes are reasonably required to ensure compliance with good business practice, contractual obligations and applicable legislation. However, the potential failure of Tab to operate in accordance with good business practice, to comply with its contractual obligations or to comply with applicable legislation may result in an adverse impact on Tab's financial performance or business reputation, or may result in litigation or action by regulatory authorities against Tab.

(d) Gaming Incentive Fee (GIF) risk

In accordance with accounting standards and the terms of the Racing Distribution Agreement, Tab will be eligible to bring to account Gaming Incentive Fee (GIF) rebates in FY04 and FY05 on the basis that the rebate amount can be reliably measured and it is probable that the future economic benefit arising from the rebate will eventuate. There is a risk that financial performance of the Gaming business may result in the amount of GIF rebates being less than forecast or in the ability to bring GIF rebates to account being deferred beyond the periods assumed in the forecasts.

(e) Racing product risk

Tab's wagering revenue is reliant on the provision of a program of racing events on which customers can place wagers. Tab does not control the racing product or the activities of racing bodies that supply the product on which wagers are made. Any significant interruption in, or decline in quality of, the racing program provided by Australia's various State/Territory based racing industries would be likely to have an adverse impact on the financial performance of Tab.

Publicity relating to the racing industry and the racing product in Australia also impacts on public sentiment towards the industry and the attraction of wagering on racing.

None of the Australian racing clubs currently charge interstate totalizator operators for the provision of their racing product. The introduction of a fee by interstate racing clubs could have an adverse impact on the financial performance of Tab.

(f) Gaming product approval risks

Within New South Wales, the introduction of new gaming products into the market is subject to regulatory approvals. Tab has no control over this process. There is a risk regulatory approvals which have been granted may be varied or further conditions imposed. In addition there is a risk that new products proposed to be offered by Tab in the forecast period may not obtain the necessary approvals, could be delayed in being offered to the market or approval could be granted subject to conditions which adversely impact on the product. Such issues could affect Tab's financial performance.

(g) Competition risks

Tab's wagering division competes with several different providers of gambling products. This includes gambling products provided by NSW-based providers such as Star City Casino, NSW registered clubs and hotels, NSW lotteries and NSW bookmakers. The wagering division also competes with interstate and international totalizator operators, fixed odds sports betting providers, and betting exchanges, that accept wagers over the telephone or internet.

The Tab Gaming Division's SWLJ products operate in a highly competitive environment including competition with in-venue linked jackpot systems and providers of other New South Wales based gambling products. The activity of competitors or performance of alternative or competitive products could adversely affect the number of SWLJ machines and/or pricing of SWLJ products.

The level and effectiveness of competition from other providers of gambling products may affect Tab's financial performance.

(h) Sky Channel

Sky Channel provides commercial satellite broadcasting and domestic pay television telecasts of various race meetings and other sporting events throughout Australia and internationally. The events broadcast on Sky Channel are arranged and operated by various racing clubs and other organisations. Sky Channel's broadcast rights are contained in supply contracts with these parties, and Sky Channel pays certain amounts in return for these rights. These various supply contracts are scheduled to terminate at various dates, and Sky Channel has recently secured extensions to a number of these supply contracts.

In May 2005 the broadcast rights contract for Victorian thoroughbred race clubs expires. While Sky Channel will act to re-negotiate these broadcast contracts on commercial terms, there remains a risk of Victorian thoroughbred race clubs entering into contracts with a competing broadcaster. This is assumed to have a net neutral effect on Sky Channel, as the resulting decrease in operating expenses as a result of reduced rights fees is assumed to be offset by a fee reduction passed on to Sky Channel's commercial subscribers.

However, it is possible that this could have an impact on Tab's wagering turnover, depending on the effectiveness of any alternative broadcast coverage of Victorian thoroughbred racing, including radio coverage.

(i) Information technology risks

Tab places significant reliance on its computer systems for its ongoing operations. A prolonged failure of the computer systems supporting or operated by Tab would result in a material loss of revenue and profit to Tab. Tab has in place disaster recovery systems and plans to mitigate this risk for its core existing operations, as well as insurance coverage intended to cover such a failure.

(j) CMS Indemnity claim risk

As set out above, as a result of the recent re-determination of the CMS Monitoring Fee, Tab has a right to claim amounts from the NSW Government under the CMS Indemnity granted to Tab in 1998. Amounts on account of that claim have been included in the forecast for FY04 and FY05. There remains a risk that the New South Wales Government might successfully dispute either part of or the entire claim so that the amount actually recovered by Tab is less than included in the forecast.

(k) Equity market risk

Tab has entered into an equity performance agreement in relation to the price of UNITAB shares. Although the agreement has a net unrecognised gain before tax in excess of \$5.5 million as at 30 April 2004, any ultimate profit or loss is dependent upon UNiTAB's share price on or about the date the instrument is closed out.

(l) Taxation risk

Tab is currently in discussion with the Australian Taxation Office (ATO) over whether unclaimed dividends are subject to Goods and Services Tax (GST). After

receiving external advice and assessing the issue, Tab believes that its treatment of unclaimed dividends, as not being subject to GST, is correct. The impact of the potential GST on unclaimed dividends is approximately \$1.2 million per annum from 1 July 2001.

The ATO has commenced a review of Tab's income tax affairs in accordance with the ATO's usual review process. The ATO is yet to submit its review findings, although no material issues have been raised with management during the course of the review.

(m) Litigation and legal action

Tab is exposed to potential litigation from consumers, regulators, employees and business associates and companies. To the extent that these risks are not covered by Tab's insurance policies, litigation or the cost of responding to actual or suggested legal action could have a material adverse impact on Tab's financial position, earnings and share price. The Tab Directors are not aware of any current litigation which would have a material adverse impact on Tab's financial position, earnings and share price.

(n) Loss of key personnel risk

Whilst every reasonable effort is made to retain the services of key management and recruit appropriately qualified and experienced personnel as required by the businesses, the loss of a number of key personnel may adversely affect Tab's financial performance and growth prospects.

1.11 Productivity and efficiency benefits not included in forecasts

On 29 April 2004 Tab announced that productivity and efficiency benefits now being realised from past investment and other initiatives are exceeding the previously announced expectations. As a consequence, management has identified cost savings of \$8.0 million per annum which, depending on the outcome of current corporate activity, will be pursued. In order to realise these savings, one-off costs of \$7.6 million were expected to be incurred, being redundancy costs of \$3.8 million and capital costs of \$3.8 million. In addition, if the cost saving initiatives were pursued, freehold property with an estimated value exceeding \$12 million would be divested.

Since the announcement of 29 April 2004 certain of the cost benefits have been brought forward so that they are included in the forecast for the year ending 30 June 2005. As a result the Tab Directors now estimate total gross pre-tax cost savings of \$7.9 million per annum will be available, depending on the outcome of corporate activity, in addition to amounts factored into FY05 forecast. As a result of further review, the one-off costs incurred to achieve these costs savings are now estimated at \$8.9 million, being redundancy costs of \$3.6 million and capital and other costs of \$5.3 million.

After allowing for the level of savings which will accrue to the NSW racing industry under the Racing Distribution Agreement, the full annual cost savings which will accrue to Tab are expected to be \$6.0 million (before tax).

The cost savings estimated above are subject to certain assumptions relating to logistics, systems and timing. In the absence of corporate activity it is expected that the majority of savings would be achieved in the 12 months to 30 June 2005

(i.e. the full benefit of the expected cost savings are expected to flow to Tab in the year ending 30 June 2006). In FY05 cost savings (net of redundancies and amounts payable to the NSW racing industry, but before capital costs) are expected to be \$2.6 million (before tax).

There is a risk that the realisation of the cost saving initiatives will take longer than expected and that the final quantum of the estimated cost savings will be lower than estimated. Tab management will put in place appropriate processes to reduce the risk of delays in the implementation of the cost saving initiatives.

The Tab Directors believe that the estimates as to the quantum of forecast savings are reasonable.

2 Additional information

2.1 Update on information included in Original Target's Statement

There has been no change to the information contained in Sections 4.1, 4.2, 4.3, 4.4, 4.5 and 4.6 of the Original Target's Statement except as follows.

2.2 Intention of the Tab Directors

Each Tab Director presently intends to reject the Tabcorp Offer in relation to those Tab Shares the disposal of which the Tab Director controls (including any Tab Shares issued to a Tab Director pursuant to the exercise of Options).

2.3 Consents

This Supplementary Target's Statement is accompanied by the Independent Expert's Report and contains statements made by the Independent Expert. The Independent Expert has consented to the annexure of the Independent Expert's Report and the inclusion of each such statement in the form and context in which the statements appear and has not withdrawn that consent at the date of this Supplementary Target's Statement.

This Supplementary Target's Statement is accompanied by the Investigating Accountant's Report prepared by PwC Securities and contains statements made by PwC Securities. PwC Securities has consented to the annexure of the Investigating Accountant's Report and the inclusion of each such statement in the form and context in which the statements appear and has not withdrawn that consent at the date of this Supplementary Target's Statement.

2.4 Copies of documents

As contemplated by ASIC Class Order 01/1543, this Supplementary Target's Statement contains statements which are made, or based on statements made, in documents lodged with ASIC or given to the ASX, or announced on the Company Announcements Platform of the ASX. Pursuant to the Class Order, the consent of the relevant person is not required for the inclusion of such statements in this Supplementary Target's Statement.

Any Tab shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Tabcorp Offer Period by contacting the Tab shareholder information line on 1300 137 984 (for callers within Australia) and +613 9649 5408 (for callers outside Australia). All phone calls to this number will, as required by the Corporations Act, be recorded and those recordings will be indexed and stored.

3. Glossary and interpretation

3.1 Glossary

In this Supplementary Target's Statement, the following terms have the following meanings unless the contrary intention appears:

2KY Racing Radio means the radio operations conducted by 2KY Broadcasters Pty Ltd ABN 54 000 820 057.

\$, A\$ or AUD means Australian dollar.

Acceptance Form means the acceptance form accompanying the Tabcorp Bidder's Statement.

AEST means Australian Eastern Standard Time.

AJC means the Australian Jockey Club.

ASIC means Australian Securities and Investments Commission.

ASX means Australian Stock Exchange Limited.

Bidder means Tabcorp Investments No. 4 Pty Limited (ABN 74 108 197 084), a wholly owned subsidiary of Tabcorp.

Board means the board of directors of Tab.

Centralised Monitoring System Licence means the exclusive licence granted to Tab under the Gaming Machine Act 2001 (NSW) to conduct a centralised monitoring system to monitor the performance of gaming machines in hotels and registered clubs in NSW.

CGT means capital gains tax.

CMS Indemnity means the indemnity given by the State of NSW in favour of Tab under the Deed of Undertaking and Indemnity in relation to the CMS Monitoring Fee.

CMS Monitoring Fee means the monitoring fee charged by Tab to registered clubs and hotels to have their gaming machines monitored by the centralised monitoring system operated by Tab's Data Monitoring Services Business.

Centralised Monitoring System Licence means the exclusive licence granted to Tab under the Gaming Machines Act 2001 (NSW) to conduct a centralised monitoring system to monitor the performance of gaming machines in hotels and registered clubs in NSW.

Corporations Act means the Corporations Act 2001 (Cth).

CPI means the consumer price index.

Data Monitoring Services Business means Tab's centralised monitoring system business that trades under the name "Data Monitoring Services" and operates under the Centralised Monitoring System Licence.

Deed of Undertaking and Indemnity means the Deed of Undertaking and Indemnity dated 4 May 1998 between Tab and the State of NSW.

Directors or Tab Directors means the following persons, being the directors of Tab as at the date of this Supplementary Target's Statement:

- Graham J Kelly;
- Warren R Wilson;
- Belinda J Hutchinson;
- Brian F Keane;
- F Allan McDonald;
- The Hon Barrie J Unsworth; and
- Geoffrey C E Wild, AM.

DPS means dividends per share.

EBIT means earnings before interest and income tax.

EBITDA means earnings before interest, income tax, depreciation and amortisation.

Eligible Tab Shareholder means a Tab shareholder (or former Tab shareholder):

- (a) whose address, as shown (or as formerly shown prior to the sale of their Tab Shares to Bidder) in Tab's register of members, is a place within Australia or its external territories; and
- (b) who are not (or were not prior to the sale of their Tab Shares to Bidder) holding Tab Shares on behalf of any person resident, or located, in the United States of America.

EPS means earnings per share.

FY03 means the period commencing on 1 July 2002 and ending 30 June 2003.

FY04 means the period commencing on 1 July 2003 and ending 30 June 2004.

FY05 means the period commencing on 1 July 2004 and ending 30 June 2005.

Independent Expert means Lonergan Edwards & Associates Limited.

Independent Expert's Report or IER means the independent expert's report prepared by the Independent Expert and dated 16 May 2004 attached as Annexure B to this Supplementary Target's Statement.

Investigating Accountant's Report means the report prepared by PwC Securities and dated 16 May 2004 attached as Annexure A to this Supplementary Target's Statement.

Links Business means Tab's statewide linked jackpot game business operating under the Links Licence.

Links Licence means:

- (a) the exclusive licence granted to Tab under the Gaming Machines Act 2001 (NSW) to conduct statewide linked jackpot games for gaming machines in hotels in NSW; and
- (b) the exclusive licence granted to Tab under the Gaming Machines Act 2001 (NSW) to conduct statewide linked jackpot games for gaming machines in registered clubs in NSW.

Lonergan Edwards means Lonergan Edwards & Associates Limited.

NPAT means net profit after tax.

Officer means a director, alternate director, managing director, deputy managing director, executive director, associate director, secretary or assistant secretary.

Option means an option to acquire an unissued Tab Share.

Original Target's Statement means Tab's target's statement dated 3 May 2004 in response to the Tabcorp Offer.

PwC Securities means PricewaterhouseCoopers Securities Ltd.

Racing Distribution Agreement means the contract dated 11 December 1997 which governs the relationship and financial and other arrangements between Tab, NSW Racing Pty Limited, Greyhound Racing New South Wales, Harness Racing New South Wales and NSW Thoroughbred Racing Board (as amended).

Sky Channel means Sky Channel Pty Limited ABN 77 009 136 010.

STC means the Sydney Turf Club.

Supplementary Target's Statement means this document, being Tab's supplementary target's statement dated 17 May 2004 issued under section 644 of the Corporations Act

SWLJ means Statewide Linked Jackpot.

Tab means Tab Limited ABN 17 081 765 308.

Tab Directors or **Directors** means the following persons, being the directors of Tab as at the date of this Supplementary Target's Statement:

- Graham J Kelly;
- Warren R Wilson;
- Belinda J Hutchinson;
- Brian F Keane;
- F Allan McDonald;
- The Hon Barrie J Unsworth; and
- Geoffrey C E Wild, AM.

Tab Gaming Division means the Data Monitoring Services Business and the Links Business.

Tab Group means Tab and each of its subsidiaries.

Tab Shares means fully paid ordinary shares in the capital of Tab.

Tabcorp means Tabcorp Holdings Limited ABN 66 063 780 709.

Tabcorp Announcement Date means 23 February 2004.

Tabcorp Bidder's Statement means the bidder's statement of Bidder in relation to Tab Shares dated 2 April 2004 together with any subsequent supplementary bidder's statement issued by Bidder.

Tabcorp Offer means the offer by Bidder for the Tab Shares contained in the Tabcorp Bidder's Statement.

Tabcorp Offer Period means the period from 21 April 2004 to 7.00pm (Sydney time) on Tuesday 25 May 2004, unless the Tabcorp Offer is withdrawn or extended.

Tabcorp Shares means fully paid ordinary shares in Tabcorp.

Tabcorp VWAP means the VWAP (calculated to two decimal places) for Tabcorp Shares traded on ASX over the VWAP Period as calculated by ASX (subject to the exclusion of particular trades referred to in Section 10.1(b) of the Tabcorp Bidder's Statement).

UNiTAB means UNiTAB Limited ABN 84 085 691 738

VWAP means volume weighted average share price.

VWAP Period means the period of 10 consecutive trading days (including each of those days) starting on the trading day following:

- (a) the day on which the Tabcorp Offer becomes, or is declared, free from all of the conditions set out in Section 10.7 of the Tabcorp Bidder's Statement; and
 - (b) the last day of the Tabcorp Offer Period,
- whichever is the earlier.

3.2 Interpretation

In this Supplementary Target's Statement, unless the context otherwise requires:

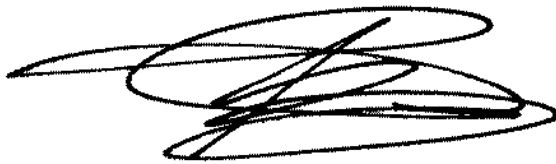
- (a) other words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a section, clause, annexure and schedule is a reference to a section of, clause of and an annexure and schedule to This Supplementary Target's Statement as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances, or by-laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (g) headings, boldings and underlinings are for convenience only and do not affect the interpretation of this Supplementary Target's Statement;
- (h) a reference to time is a reference to AEST; and
- (i) a reference to dollars, \$, A\$, AUD, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

4. Authorisation

This Supplementary Target's Statement has been approved by a resolution passed by the directors of Tab. All of the Tab Directors voted in favour of that resolution.

Signed for and on behalf of Tab:

Date: 17 May 2004

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, positioned above a horizontal line.

Graham Kelly, Chairman

Annexure A – Investigating Accountant's Report

Annexure B – Independent Expert's Report