TABCORP

TABCORP Holdings Limited
ACN 063 780 709

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17 May 2004

To: Australian Stock Exchange Limited
Companies Announcements Platform
20 Bridge Street
Sydney NSW 2000

TAB LIMITED
OFF-MARKET BID BY TABCORP INVESTMENTS NO.4 PTY LTD
EXTENSION OF THE OFFER PERIOD AND SATISFACTION OF CONDITION

Attached, on behalf of TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) (***Bidder***) (a wholly owned subsidiary of TABCORP Holdings Limited), are copies of the following documents:

- a notice pursuant to section 650D of the *Corporations Act 2001* (Cth) (the ***Corporations Act***) relating to an extension of the offer period for Bidder's off-market bid for all of the ordinary shares in Tab Limited;
- a notice pursuant to section 630(4) of the Corporations Act, in accordance with section 630(5) of the Corporations Act. The notice confirms that the condition in section 10.7(j)(i) of the Bidder's Statement dated 2 April 2004 (as supplemented) has been fulfilled; and
- a notice pursuant to section 630(2) of the Corporations Act, in accordance with section 630(5) of the Corporations Act. The notice confirms the new date for the giving of notice of the status of the offer conditions pursuant to section 630(1) of the Corporations Act.

Also attached is a copy of the letter sent to shareholders in Tab Limited together with the notice under section 650D of the Corporations Act, and a notice which sets out the information required by ASX Listing Rule 3.2 regarding Bidder's relevant interests in Tab Limited.

Peter Caillard

Peter Caillard
Company Secretary

TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084)

(a wholly owned subsidiary of TABCORP Holdings Limited (ABN 66 063 780 709))

Company notice – section 650D(1) of the Corporations Act 2001

Notice of variation – Extension of offer period

To:

1. **Australian Securities and Investments Commission (*ASIC*)**
2. **Tab Limited (ABN 17 081 765 308) (*Tab*)**
3. **The holders of ordinary shares in Tab, and the holders of securities convertible into ordinary shares in Tab, to whom the Offers referred to below have been made**

This notice is given under subsection 650D(1) of the *Corporations Act 2001* (Cth) (the ***Corporations Act***) by TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) (***Bidder***) in relation to the offers dated 21 April 2004 (***Offers***) under Bidder's takeover bid for all of the issued ordinary shares in Tab, which are contained in the Bidder's Statement from Bidder dated 2 April 2004 (as supplemented).

Bidder gives notice that the Offers are hereby varied by extending the period during which the Offers are open for acceptance by a period of 14 days, thereby extending the closing date for the Offers to 7.00 pm (Sydney time) on 8 June 2004 (unless further extended).

Pursuant to section 630(2)(a) of the Corporations Act, the date for giving a notice on the status of the defeating conditions to which the Offers are subject is taken to be postponed for an equivalent period of 14 days.

A copy of this notice was lodged with ASIC on 17 May 2004. Neither ASIC nor any of its officers takes any responsibility for the contents of this notice.

Dated 17 May 2004

Signed on behalf of **TABCORP Investments No.4 Pty Ltd** pursuant to a unanimous resolution of the directors by:

Matthew Slatter
Director

Corporations Act 2001 (Cth)

Notice under section 630(4)

This notice is given under section 630(4) of the *Corporations Act 2001* (Cth) by TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) (***Bidder***) in relation to the offers dated 21 April 2004 (***Offers***) under Bidder's takeover bid for all of the issued ordinary shares in Tab Limited (ABN 17 081 765 308), which are contained in the Bidder's Statement from Bidder dated 2 April 2004 (as supplemented) (***Bidder's Statement***).

Words defined in the Bidder's Statement have the same meaning in this Notice, unless the context requires otherwise.

Bidder gives notice that the condition set out in section 10.7(j)(i) of the Bidder's Statement has been fulfilled.

The Loan Facility Agreement, being the formal agreement relating to the Loan Facility to be used by Bidder to settle acceptances under the Offer, was executed by the Banks, Bidder and other TABCORP Group members on 14 May 2004. The material terms of the Loan Facility Agreement, as executed, are the same as those described in section 6.5 of the Bidder's Statement.

Dated 17 May 2004

Signed on behalf of **TABCORP Investments No.4 Pty Ltd**:

Peter Caillard

Peter Caillard
Director

Corporations Act 2001 (Cth)

Notice under section 630(2)

This notice is given under section 630(2) of the *Corporations Act 2001* (Cth) (the ***Corporations Act***) by TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) (***Bidder***) in relation to the offers dated 21 April 2004 (***Offers***) under Bidder's takeover bid for all of the issued ordinary shares in Tab Limited (ABN 17 081 765 308), which are contained in the Bidder's Statement from Bidder dated 2 April 2004 (as supplemented) (***Bidder's Statement***).

Bidder gives notice that the date for giving notice as to the status of the defeating conditions of the Offers pursuant to section 630(3) of the Corporations Act has been postponed by operation of section 630(2) of the Corporations Act, and that the new date for giving notice as to the status of those conditions is 31 May 2004.

As at the date of this notice:

1. The condition set out in section 10.7(j)(i) of the Bidder's Statement has been fulfilled and consequently the Offers are free from that condition.
2. Bidder has not freed the Offers from the remainder of the conditions set out in section 10.7 of the Bidder's Statement and, so far as Bidder knows, none of those remaining conditions has been fulfilled, and consequently the Offers remain subject to those remaining conditions.

Dated 17 May 2004

Signed on behalf of **TABCORP Investments No.4 Pty Ltd**:

Peter Caillard
Director

TABCORP

From the Chairman

TABCORP Holdings Limited
ABN 66 063 780 709

17 May 2004

Dear Tab shareholder,

You should have received recently a copy of the Bidder's Statement in relation to TABCORP's offer to acquire all of your shares in Tab Limited. You also may have seen TABCORP's advertisements which appeared in major newspapers last week.

The purpose of this package is to update you on recent developments regarding our takeover offer for your company, Tab, which include:

- **The implied value of TABCORP's offer has increased from $4.50 to $4.65[1] per Tab share due to an increase in the TABCORP share price since the preparation of the Bidder's Statement.**
- **UNiTAB's takeover offer closed on 23 April 2004 and now TABCORP's offer is the only takeover offer you can accept for your Tab shares.**
- **TABCORP's offer has been extended and is now due to close on 8 June 2004, unless further extended or withdrawn.**

Further details of these and other recent developments are set out in the enclosed documents, which include a Supplementary Bidder's Statement and a notice of variation in relation to the extension of the offer period.

TABCORP has called on your board to recommend TABCORP's attractive takeover offer. Your directors previously supported unanimously a takeover offer which had an implied value less than the current value of TABCORP's offer.

An update of the benefits to you as a Tab shareholder of TABCORP's takeover offer, as originally outlined in the Bidder's Statement, is enclosed and is titled "Nine Good Reasons Why You Should Accept TABCORP's Offer".

I urge you to accept TABCORP's offer as soon as possible. The sooner you accept TABCORP's offer, the sooner you will be paid, once TABCORP's offer becomes unconditional.

If you have any questions in relation to the offer, please contact the TABCORP offer information line on 1800 010 202 (toll-free from within Australia) or +61 2 9240 7442 (from outside Australia).

I look forward to welcoming you as a shareholder in TABCORP.

Yours sincerely,

Michael Robinson
Chairman

[1] Based on the closing price for TABCORP shares on the ASX of $13.25 on 10 May 2004 and subject to the effects of rounding

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5 Bowen Crescent
Melbourne Australia 3004

Nine Good Reasons Why You Should Accept TABCORP's Offer[1]

TABCORP's offer currently implies a value of $4.65 for each Tab Share[2]

1. The implied value of TABCORP's offer has increased from $4.50 to $4.65[2] per Tab share

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2. Tab's directors previously unanimously supported a takeover offer which was stated to have an implied value of $4.50 per Tab share, which is less than the current value of TABCORP's offer

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3. TABCORP's offer is now the only takeover offer you can accept for your Tab shares[3]

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4. TABCORP's offer represents a 38% premium[4] over the price at which Tab shares traded before Tab became the subject of takeover/merger proposals

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5. TABCORP's offer represents a very attractive multiple of Tab's earnings

- *At an implied value of $4.65 per Tab share, TABCORP's offer represents a multiple of 11.7 times Tab's reported EBITDA[5] and 24.1 times Tab's reported net profit after tax (before goodwill amortisation)[6] for the year ended 30 June 2003*

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6. Earnings and dividends attributable to your investment are expected to be enhanced significantly if you accept TABCORP's offer

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7. Tab shareholders who accept TABCORP's offer will have the opportunity to become a shareholder in TABCORP, Australia's premier diversified gambling and entertainment group

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8. There is potential for capital gains tax rollover relief on the share component of TABCORP's offer

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9. You will not incur brokerage costs. In addition, if you are an eligible Tab shareholder you can sell the TABCORP shares to which you are entitled under TABCORP's offer (up to a maximum of 200 TABCORP shares) under a share sale facility without incurring brokerage costs

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1 Full details of these reasons, and of TABCORP's offer generally, are set out in the Bidder's Statement dated 2 April 2004 (as supplemented) from TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) in relation to TABCORP's offer

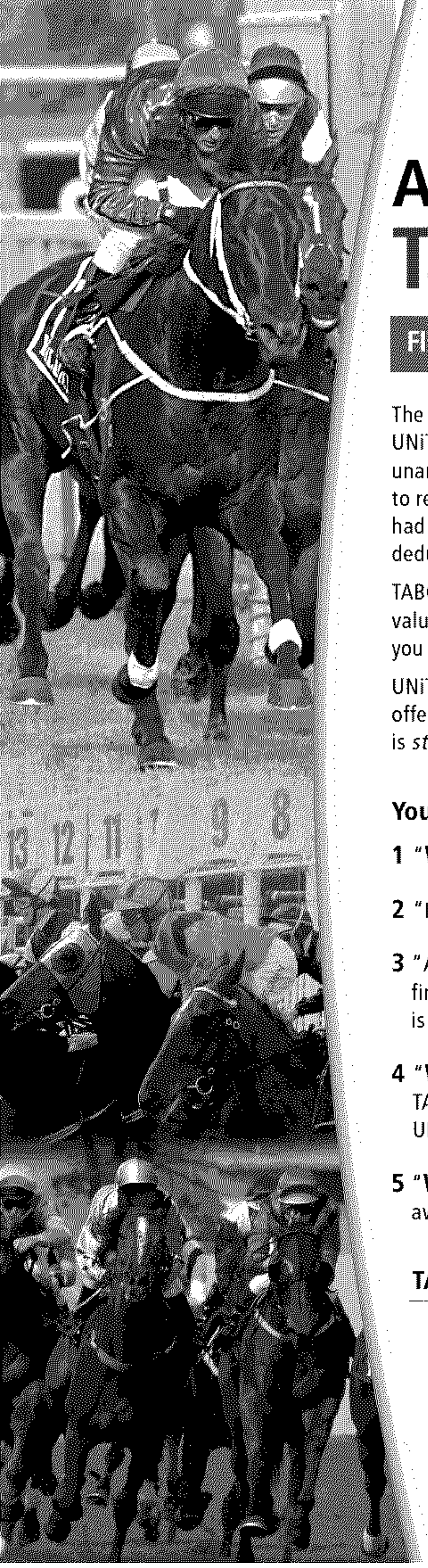
2 Based on the closing price for TABCORP shares on the ASX of $13.25 on 10 May 2004 and subject to the effects of rounding

3 UNiTAB's takeover offer for Tab has now closed. All Tab shareholders who accepted UNiTAB's offer are now free to accept TABCORP's offer

4 Based on the implied value referred to in reason 1 and the closing price for Tab shares on ASX of $3.36 on 15 October 2003, the day prior to Tab's announcement of merger discussions with UNiTAB

5 Assuming Tab has 451.1 million shares on issue, net debt as at 31 December 2003 of $317 million, options in the money to the value of $2.9 million and earnings before interest, tax, depreciation and goodwill amortisation (EBITDA) for the year ended 30 June 2003 of $206 million

6 Tab's earnings per share (pre goodwill amortisation) for the year ended 30 June 2003 was $0.19



TABCORP

Attention
Tab shareholders

FIVE QUESTIONS YOU SHOULD ASK THE TAB BOARD

The Tab board previously recommended that you support a merger with UNiTAB when the Tab share price was $3.36. They later stated that they unanimously supported a takeover offer from UNiTAB and they intended to recommend that you accept that offer. The takeover offer from UNiTAB had an implied value of $4.50 per Tab share and then became $4.41 after deducting Tab's interim dividend.

TABCORP then made a higher takeover offer that now has an implied value of $4.65* per Tab share, but the Tab board has recommended that you take no action.

UNiTAB's takeover offer closed more than two weeks ago and TABCORP's offer is now the only takeover offer available to you. However, your board is *still* recommending that you take no action.

You should ask the Tab directors:

1 "**WHY** haven't you recommended TABCORP's higher offer?"

2 "Is there any **REAL** prospect of a higher offer from another party?"

3 "After months of proposals and talks (and seeking advice from three financial advisers) **WHY** haven't you told us yet what our company is worth?"

4 "**WHY** suddenly engage an 'independent expert' to assess TABCORP's offer when previously you intended to recommend UNiTAB's offer without such an independent assessment?"

5 "**WHAT** will happen to Tab's share price if TABCORP's offer goes away?"

TABCORP's offer is scheduled to close on 8 June 2004**

Accept TABCORP's offer NOW to make sure that you have the chance to receive cash and shares in TABCORP – Australia's premier gambling and entertainment group

For more information, call TABCORP's Offer information line on 1800 010 202 or visit TABCORP's website at www.tabcorp.com.au

* Based on TABCORP's closing share price on 10 May 2004
** Unless extended or withdrawn

ASX Listing Rules

Notice under Listing Rule 3.2

TABCORP Holdings Limited (ABN 66 063 780 709), the holding company of TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084) (***Bidder***), gives notice of the following information as required by ASX Listing Rule 3.2:

1. the offer period in respect of the offers dated 21 April 2004 (the ***Offers***) made in accordance with the Bidder's Statement from Bidder dated 2 April 2004 (as supplemented) in relation to the takeover bid for all of the ordinary shares in Tab Limited (ABN 17 081 765 308) (***Tab***), has been extended to 7.00 pm (Sydney time) on 8 June 2004 (unless further extended);
2. Bidder and its associates had a relevant interest in 0% of the ordinary shares of Tab, being the bid class securities under the Offers, when the first of the Offers was made; and
3. Bidder and its associates have a relevant interest (pursuant to acceptances of the Offers and subject to the satisfaction or waiver of the conditions precedent and subsequent to the agreements to be formed pursuant to acceptances of the Offers) in approximately 1.90% of the ordinary shares of Tab, being the bid class securities under the Offers, at the date of the extension of the offer period.

Dated 17 May 2004

Peter Caillard

Peter Caillard
Company Secretary