Tabcorp Holdings Limited

Takeover offer for UNiTAB Limited

1 June 2006

Tabcorp
the bigger better game

Agenda

1. **Summary of Tabcorp's Offer**

2. Comparison of Tabcorp's Offer and the Tattersall's proposal

3. Benefits for Tabcorp shareholders

4. Benefits for Queensland and the Australian racing industry

5. Offer conditions and funding structure

Notes to the presentation

The implied value of Tabcorp's Offer is $14.25[1] per UNiTAB share

- Tabcorp has announced a takeover offer ("Offer") for UNiTAB
- The implied value of Tabcorp's Offer is $14.25 per UNiTAB share, assuming a Tabcorp VWAP of between $15.00 and $17.00
- UNiTAB shareholders have a choice of two alternative forms of consideration
  - All Share Alternative
    - Between 0.84[2] and 0.95 Tabcorp shares per UNiTAB share
  - Cash And Share Alternative
    - $8.25 cash and between 0.35[3] and 0.40 Tabcorp shares per UNiTAB share
- The number of Tabcorp shares to be issued will be determined by the VWAP of Tabcorp shares traded during the ordinary course of business on the ASX over the 10 trading days commencing on the trading day immediately after the earlier of the offer becoming unconditional and the last day of the offer period ("Tabcorp VWAP")
- The Offer is subject to a number of conditions

Note: Refer to slide 37 for the notes accompanying this slide

The implied value of Tabcorp's Offer is $14.25[1] per UNiTAB share

Alternative 1—All Share Alternative

Tabcorp VWAP		Tabcorp Shares[2,3]		Implied value of the Offer
$14.50	x	0.95	=	$13.78
$15.00	x	0.95	=	$14.25
$15.50	x	0.92	=	$14.25
$16.00	x	0.89	=	$14.25
$16.50	x	0.86	=	$14.25
$17.00	x	0.84	=	$14.25
$17.50	x	0.84	=	$14.67

Alternative 2—Cash and Share Alternative

Tabcorp VWAP		Tabcorp Shares[2,3]		Cash		Implied value of the Offer
$14.50	x	0.40	+	$8.25	=	$14.05
$15.00	x	0.40	+	$8.25	=	$14.25
$15.50	x	0.39	+	$8.25	=	$14.25
$16.00	x	0.38	+	$8.25	=	$14.25
$16.50	x	0.36	+	$8.25	=	$14.25
$17.00	x	0.35	+	$8.25	=	$14.25
$17.50	x	0.35	+	$8.25	=	$14.43

Note: Refer to slide 37 for the notes accompanying this slide

Benefits of the Tabcorp Offer

- Tabcorp believes its Offer is significantly more attractive to UNiTAB shareholders than the Tattersall's proposal
- The acquisition of UNiTAB is the next step in creating an Australian wagering and Sportsbetting champion
- The acquisition of UNiTAB is expected to contribute synergies and efficiencies (net of racing industry share) of approximately $32 million to Tabcorp's EBITDA in the third full year following acquisition and is expected to be modestly EPS accretive in the second full year
- Tabcorp has a strong track record in post merger integration
- Wagering customers will benefit from larger pools and "best of breed" products

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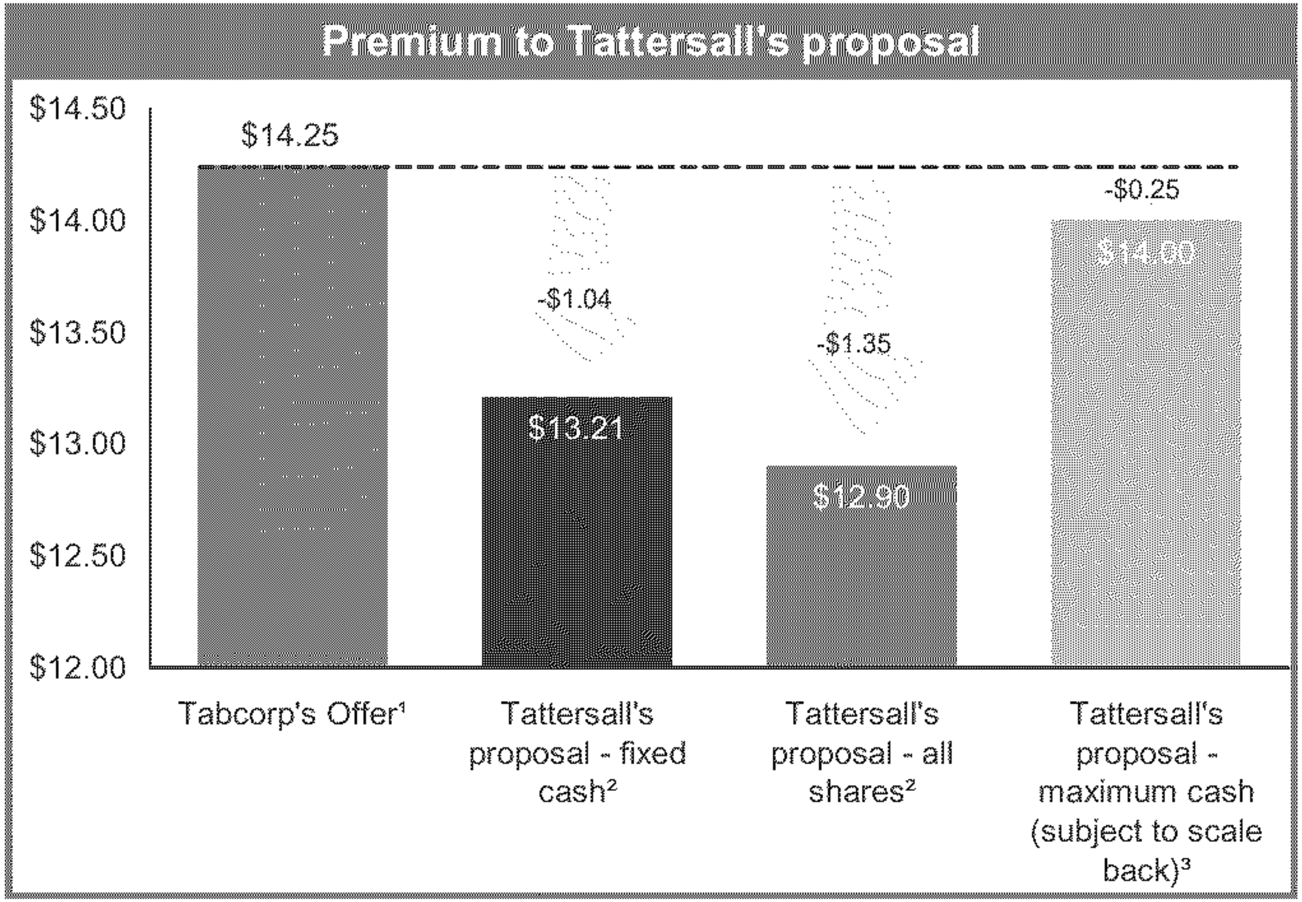
Comparison of Tabcorp's Offer and the Tattersall's proposal

Tabcorp's Offer is superior to the Tattersall's proposal

Benefits to UNiTAB shareholders	Tabcorp's Offer	Tattersall's proposal
1. Implied value	Higher	Lower
2. Multiple of earnings	Higher	Lower
3. Expected increase in pro-forma EPS and DPS	Higher	Lower
4. Certainty of value	Higher	Lower
5. Diversification of earnings	Higher	Lower
6. Exposure to Victorian licence renewal risk	Lower	Higher
7. Expected sensitivity of EPS outcome for a UNiTAB shareholder to a licence renewal payment	Lower	Higher
8. Longer term positioning	Stronger	Weaker

1. Tabcorp's Offer is at a premium to the Tattersall's proposal



- UNiTAB's Board has already stated that (in the absence of a superior proposal) it recommends the Tattersall's proposal
- Tabcorp's Offer is superior to the Tattersall's proposal in many aspects, including having a higher implied value

Source: IRESS and company announcements

Note: Refer to slide 38 for the notes accompanying this slide

1. Tabcorp's Offer is at a premium to the Tattersall's proposal

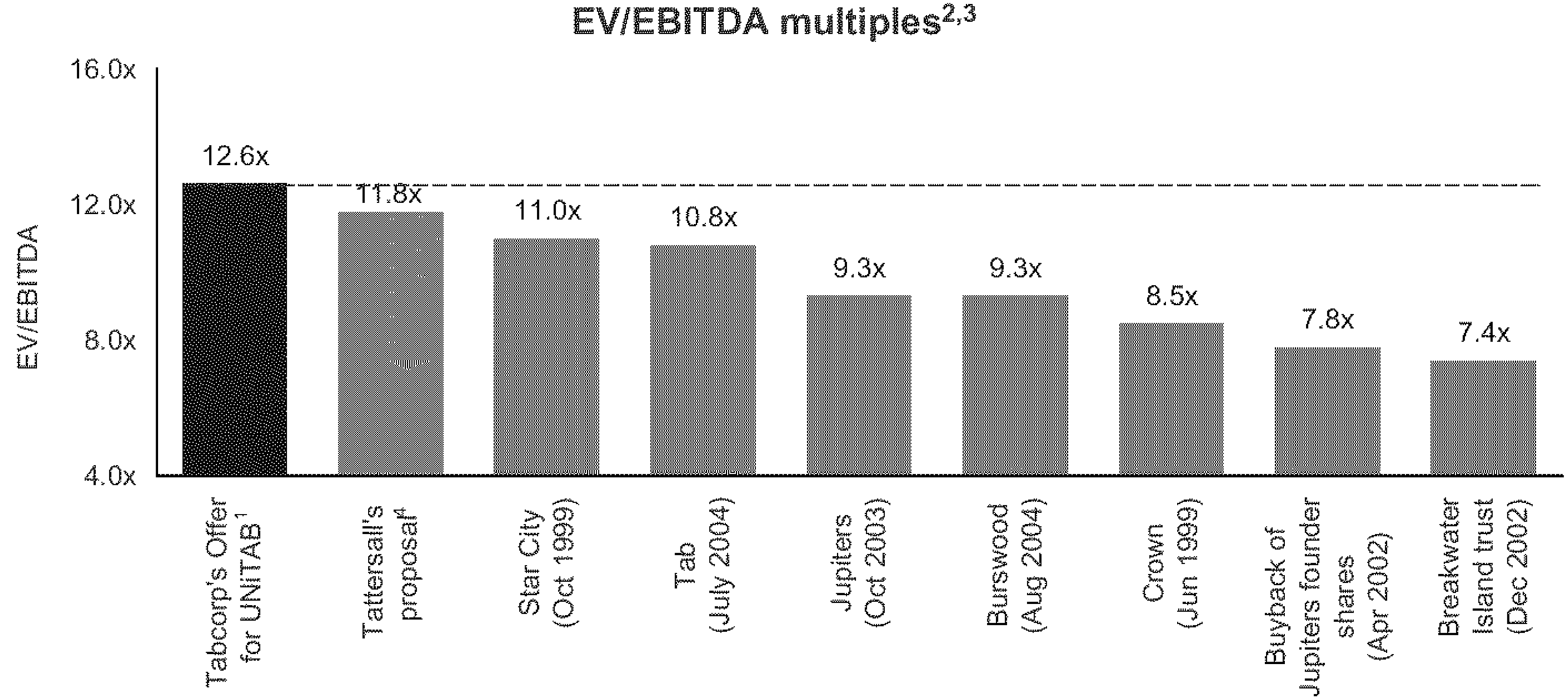
The Deloitte standalone valuation of Tattersall's (included in the UNiTAB Explanatory Memorandum) is not supported by relevant objective data

- Deloitte's conclusions are based on, among other matters, a standalone valuation range of Tattersall's of $3.07 to $3.40 per share
- This is inconsistent with the following relevant objective data
  - Tattersall's share price at close of trading on 30 May was $2.98 (used in graph on page 8)
  - The VWAP for Tattersall's shares from the day of the announcement of its half yearly results on 24 February 2006 to the trading day prior to the announcement of its proposal to acquire UNiTAB on 27 March 2006 was $3.03
  - The average (mean) of recent broker valuations of Tattersall's is $2.74 per share[1]
- Deloitte's standalone valuation of Tattersall's also does not appear to fully address the potential impacts of licence renewal outcomes in Victoria (discussed later in presentation)

Note: Refer to slide 38 for the notes accompanying this slide

2. Tabcorp's Offer represents a more attractive multiple of UNiTAB's earnings

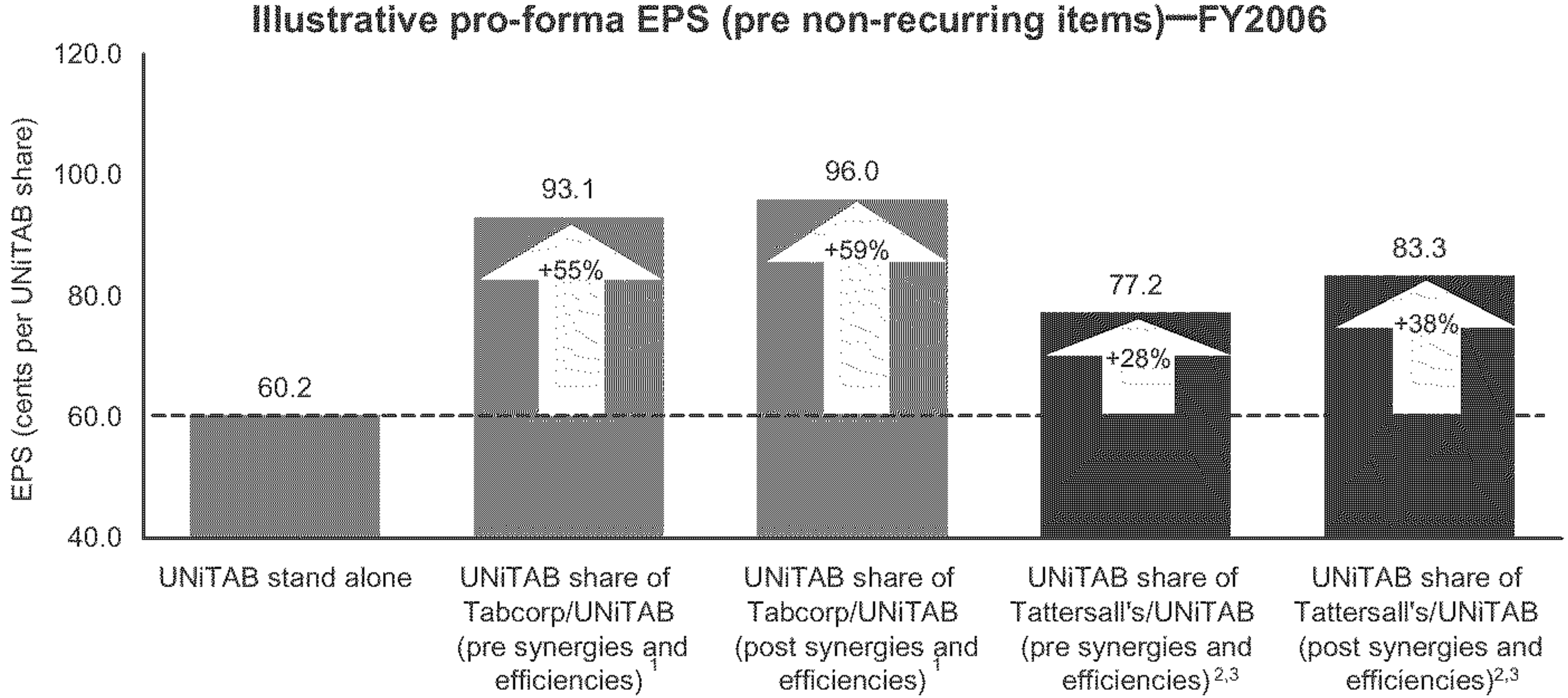
Tabcorp's Offer represents a multiple of 12.6x[1] UNiTAB's forecast EBITDA for the year ending 30 June 2006



Source: Independent expert reports, IRESS, company announcements and the UNiTAB Explanatory Memorandum

Note: Refer to slide 39 for the notes accompanying this slide

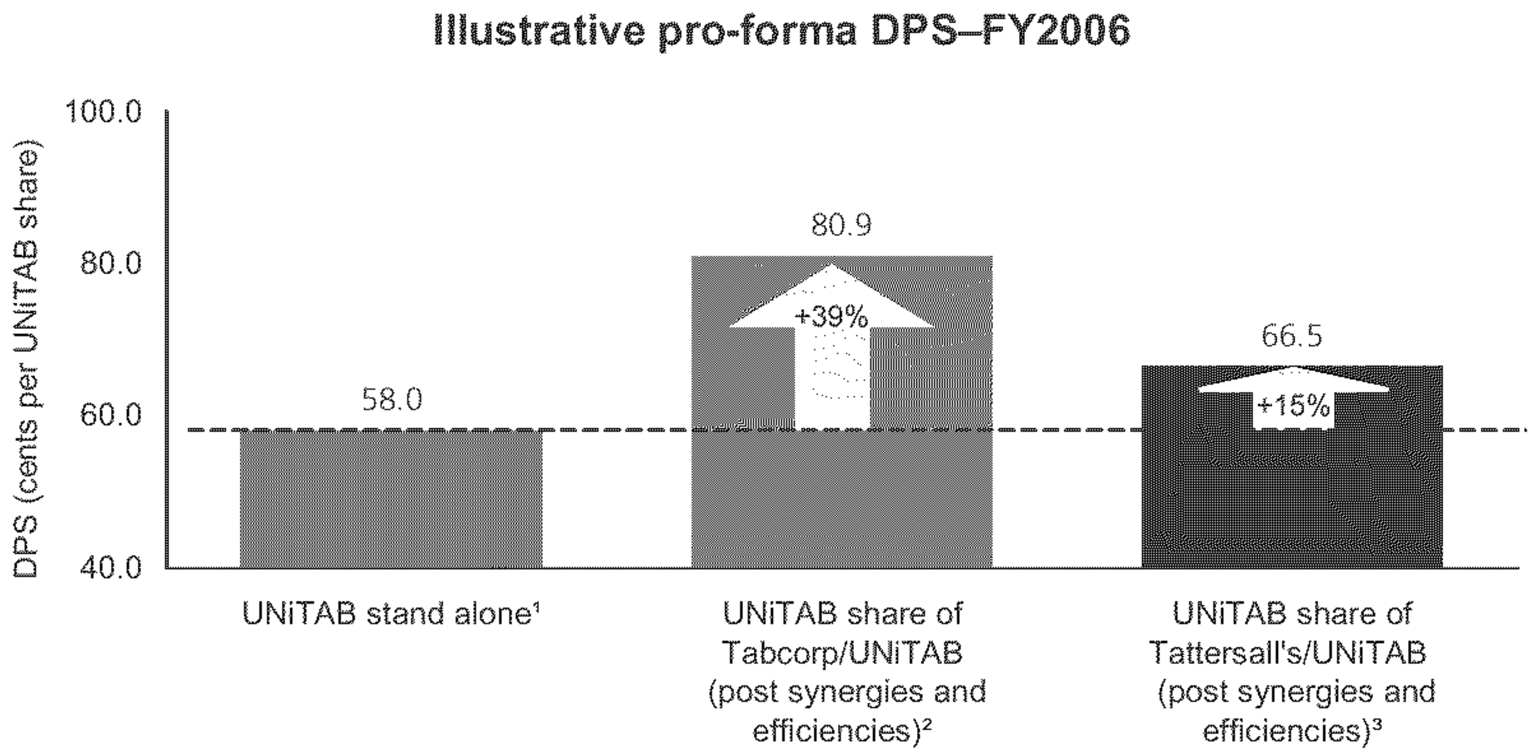
3. Tabcorp's Offer is expected to provide a greater increase in pro-forma EPS



Source: Tabcorp, IRESS, annual reports, company announcements, the UNiTAB Explanatory Memorandum and the average of current broker earnings estimates

Note: Refer to slides 40 to 42 for the notes accompanying this slide

3. Tabcorp's Offer is expected to provide a greater increase in pro-forma DPS



Payout ratio[4]	**96%**	**84%**	**80%**

Source: Tabcorp, IRESS, annual reports, company announcements, interim results announcements and Tattersall's prospectus

Note: Refer to slide 43 for the notes accompanying this slide

4. Tabcorp's Offer provides greater certainty of value

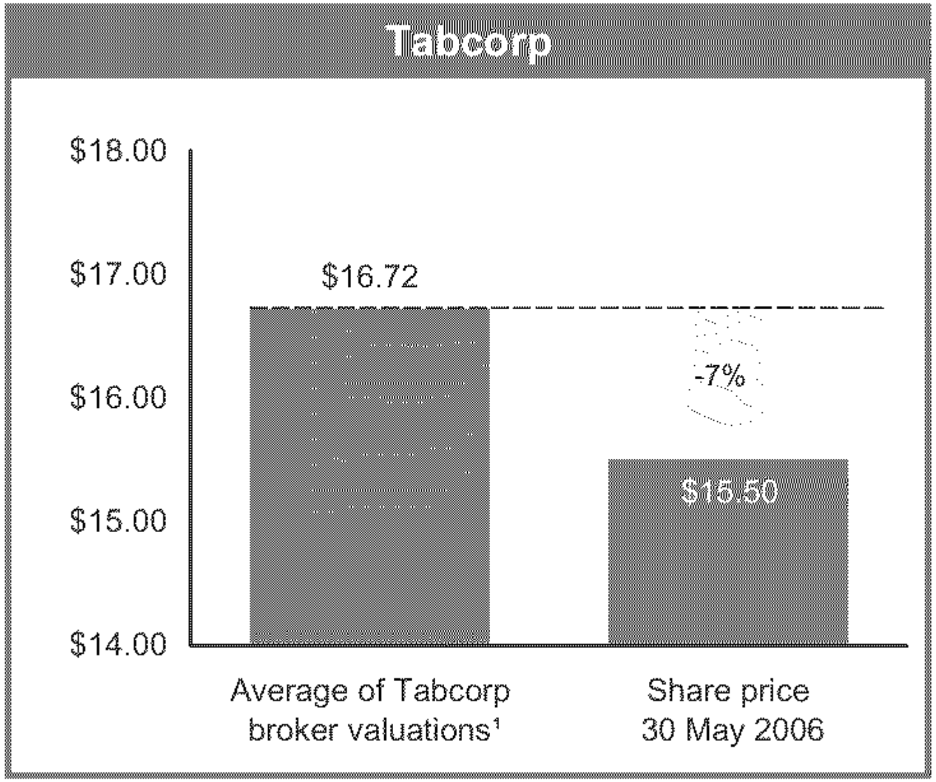
- Tabcorp's Offer structure provides greater downside protection to UNiTAB shareholders
  - The implied value of Tabcorp's Offer remains at $14.25 per UNiTAB share, while the Tabcorp VWAP is between $15.00 and $17.00
  - The implied value of the Tattersall's proposal varies with any change in the Tattersall's share price
- Tabcorp's Offer has a higher guaranteed cash component
  - Guaranteed cash of $8.25 per UNiTAB share under Tabcorp's Cash And Share Alternative versus $3.91 per UNiTAB share under the fixed cash alternative of the Tattersall's proposal[1]
- Tabcorp's share price is better supported by current broker valuations
  - Tabcorp shares are currently trading at a 7%[2] discount to the average of current broker valuations, compared to Tattersall's shares which are currently trading at a 9%[3] premium to the average of current broker valuations

Note: Refer to slides 44 and 45 for the notes accompanying this slide

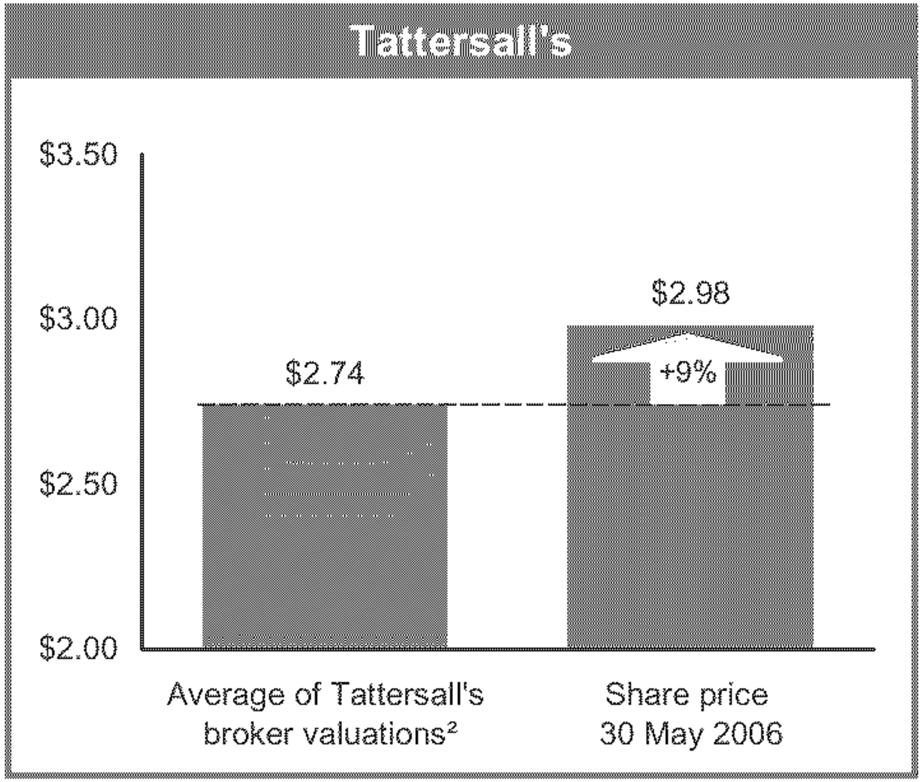
4. Tabcorp's Offer provides greater certainty of value

Tabcorp's share price is better supported by current broker valuations

Share price premium/(discount) to average of current broker valuations



Source: IRESS and the average of current broker valuations

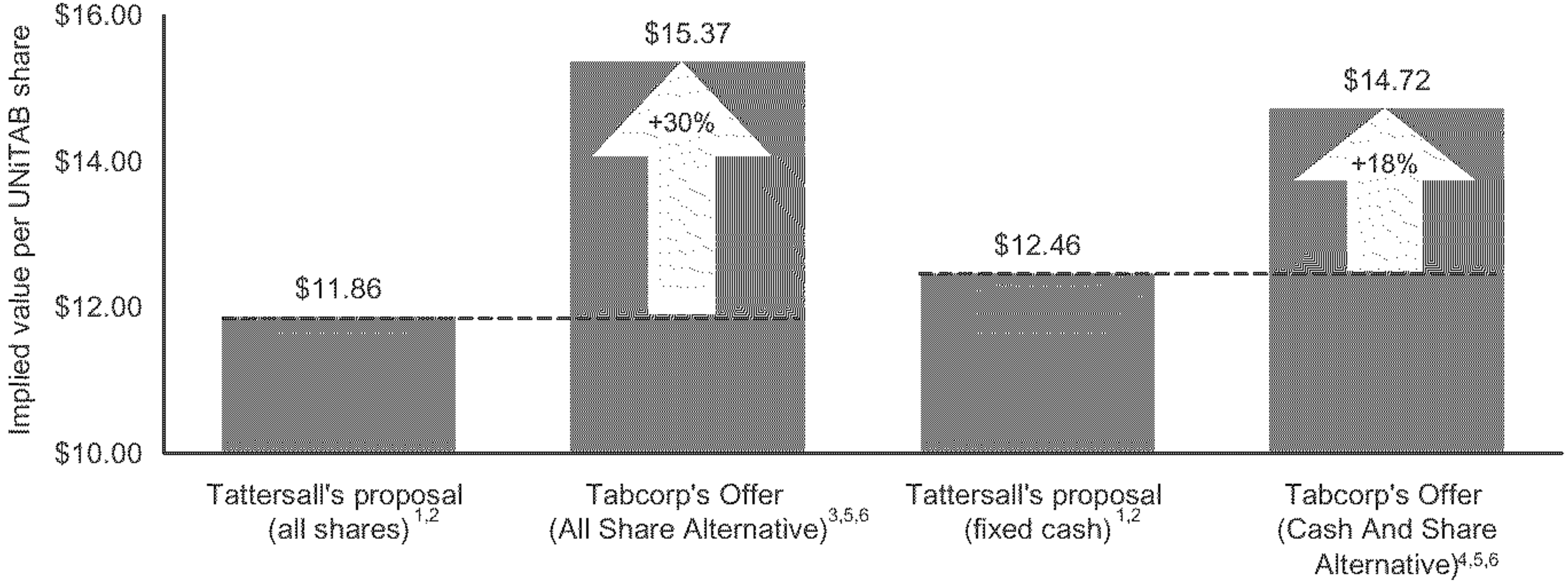


Source: IRESS and the average of current broker valuations

Note: Refer to slide 45 for the notes accompanying this slide

4. Tabcorp's Offer provides greater certainty of value

Based on the average of current broker valuations for Tabcorp and Tattersall's, Tabcorp's Offer is superior to the Tattersall's proposal



Source: IRESS, company announcements and the average of current broker valuations

Note: Refer to slides 46 and 47 for the notes accompanying this slide

5. Tabcorp's Offer provides greater diversification of earnings

Tabcorp's Offer provides UNiTAB shareholders with the opportunity to exchange their UNiTAB shareholding for shares in Australia's premier diversified gambling and entertainment company

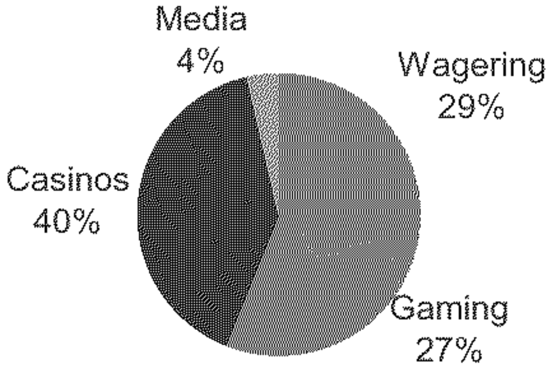
Business portfolio of a merged Tabcorp/UNiTAB Group[1]

	Gaming	Wagering	Casinos	Media	Keno
VIC	TABARET	TAB		SKY CHANNEL	KENO
NSW	maxgaming www.maxgaming.com.au	TAB	Star City	SKY CHANNEL; 2KY 1017 AM	KENO
QLD	maxgaming www.maxgaming.com.au	TAB	Conrad Jupiters; Jupiters Townsville; Conrad Treasury; gold coast convention and exhibition centre	SKY CHANNEL; RADIO TAB	KENO
SA		TAB		SKY CHANNEL; RADIO TAB	
NT	maxgaming www.maxgaming.com.au	TAB		SKY CHANNEL; RADIO TAB	

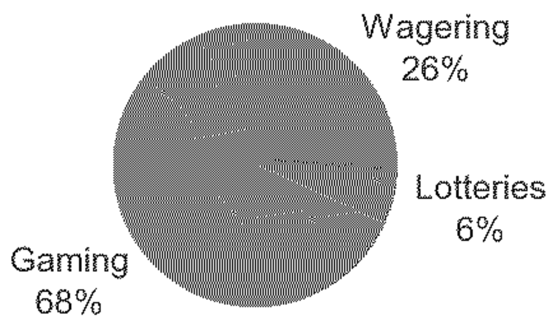
Note: Refer to slide 47 for the notes accompanying this slide

5. Tabcorp's Offer provides greater diversification of earnings

Tabcorp/UNiTAB pro-forma 2006F EBITDA by business (post transaction)[1,2,3]



Tattersall's/UNiTAB pro-forma 2006F EBITDA by business (post transaction)[1,3,4]



Pro-forma financial summary of Tabcorp/ UNiTAB merged group (2006F)[5]

	$m
Net revenue	4,476
EBITDA	1,289
EBIT	1,102

Source: Tabcorp and the UNiTAB Explanatory Memorandum

Pro-forma financial summary of Tattersall's/ UNiTAB merged group (2006F)[6]

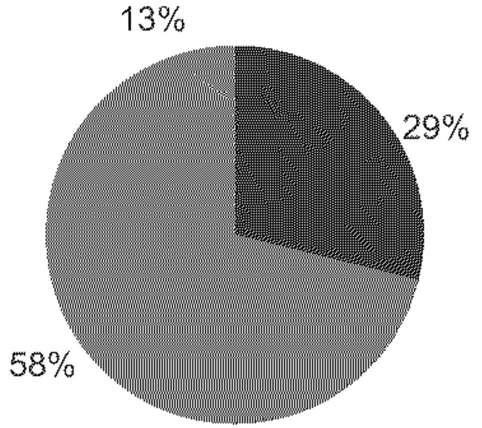
	$m
Net revenue	3,159
EBITDA	420
EBIT	322

Source: The average of current broker earnings estimates and the UNiTAB Explanatory Memorandum

Note: Refer to slide 48 for the notes accompanying this slide

6. Tabcorp's Offer provides lower exposure to licence renewal risk

Tabcorp/UNiTAB pro-forma merged group earnings subject to licence renewal risk (2006F)[1]

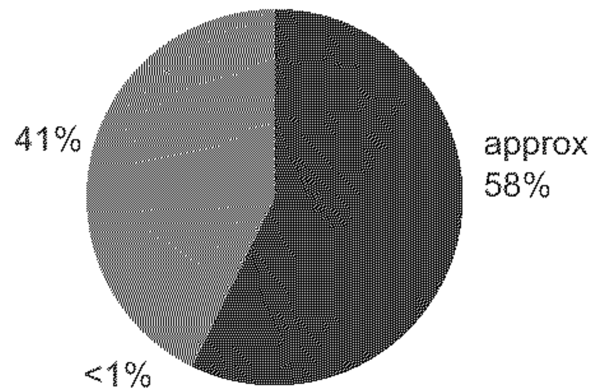


- Tabcorp earnings subject to licence renewal in the next 6 years
- Tabcorp earnings subject to licence renewal after more than 6 years (or not subject to licence renewal)
- UNiTAB earnings

Source: Tabcorp and the UNiTAB Explanatory Memorandum

Note: Refer to slide 49 for the notes accompanying this slide

Tattersall's/UNiTAB pro-forma earnings subject to licence renewal risk (2006F)[2]



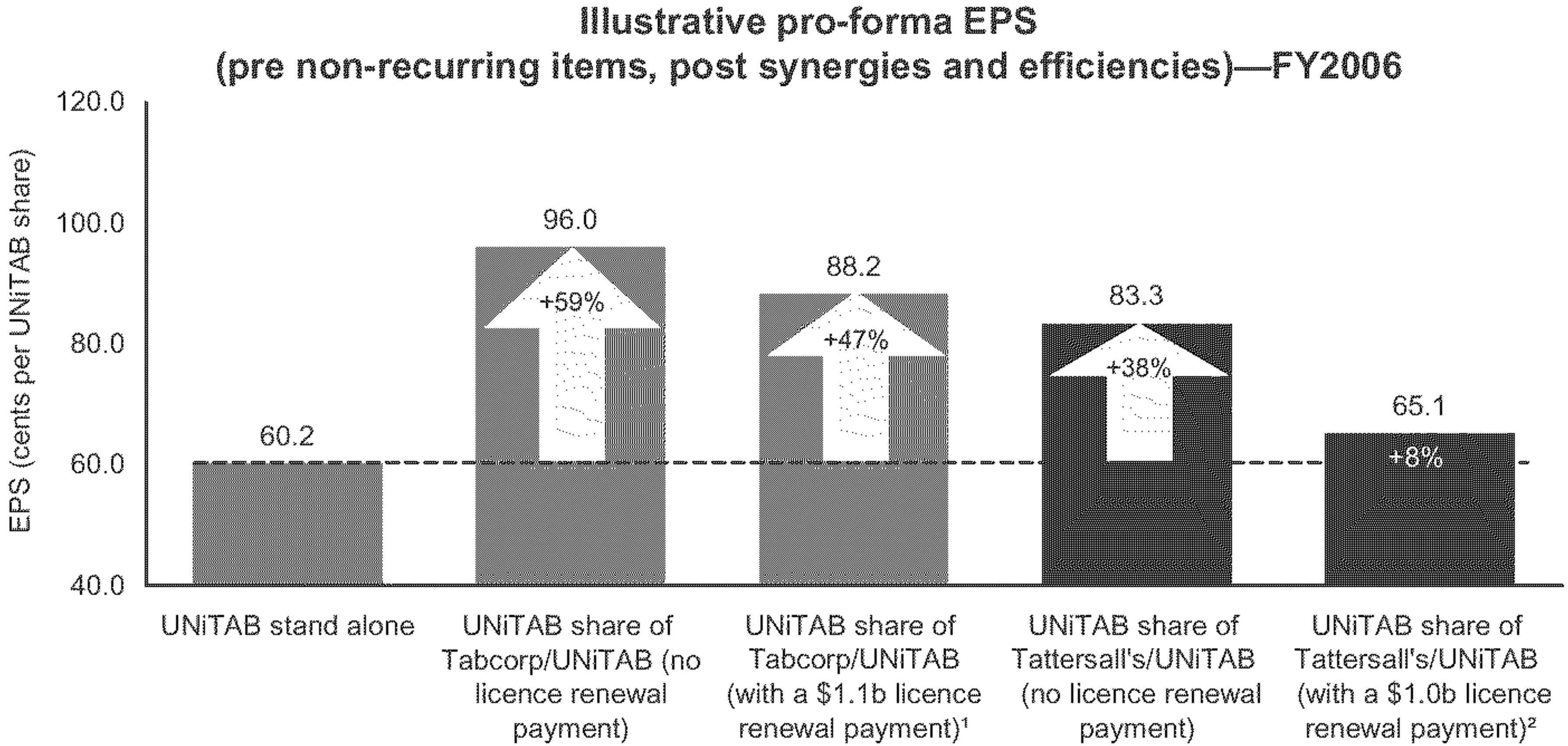
- Tattersall's earnings subject to licence renewal in the next 6 years
- Tattersall's earnings subject to licence renewal after more than 6 years (or not subject to licence renewal)
- UNiTAB earnings

Source: Company announcements, company filings, the UNiTAB Explanatory Memorandum and the average of current broker earnings estimates

7. Under Tabcorp's Offer expected pro-forma EPS is less sensitive to a licence renewal payment

- The Victorian Government is currently conducting a review of the structure of the post 2012 licences for Victorian wagering, gaming and Keno
- The Victorian Government is also in the final stages of selecting the winning tenderer(s) for the Victorian lotteries licence
- The Victorian Government has not announced that it will require the successful applicants for the post 2012 licences to make any up front licence payments
- However, Tabcorp believes that if the current industry structure in Victoria is to remain in place after the expiry of the existing licences, substantial up-front payments are likely to be required to be made by the successful applicants
- The potential for an up front licence renewal payment is an important consideration for UNiTAB shareholders in assessing the relative merits of Tabcorp's Offer and the Tattersall's proposal because Tabcorp's current earnings base is less exposed to such payments compared to Tattersall's current earnings base

7. Under Tabcorp's Offer EPS is less sensitive to a licence renewal payment



Source: *Tabcorp, IRESS, annual reports, company announcements, the UNiTAB Explanatory Memorandum and the average of current broker earnings estimates*

Note: Refer to slides 50 and 51 for the notes accompanying this slide

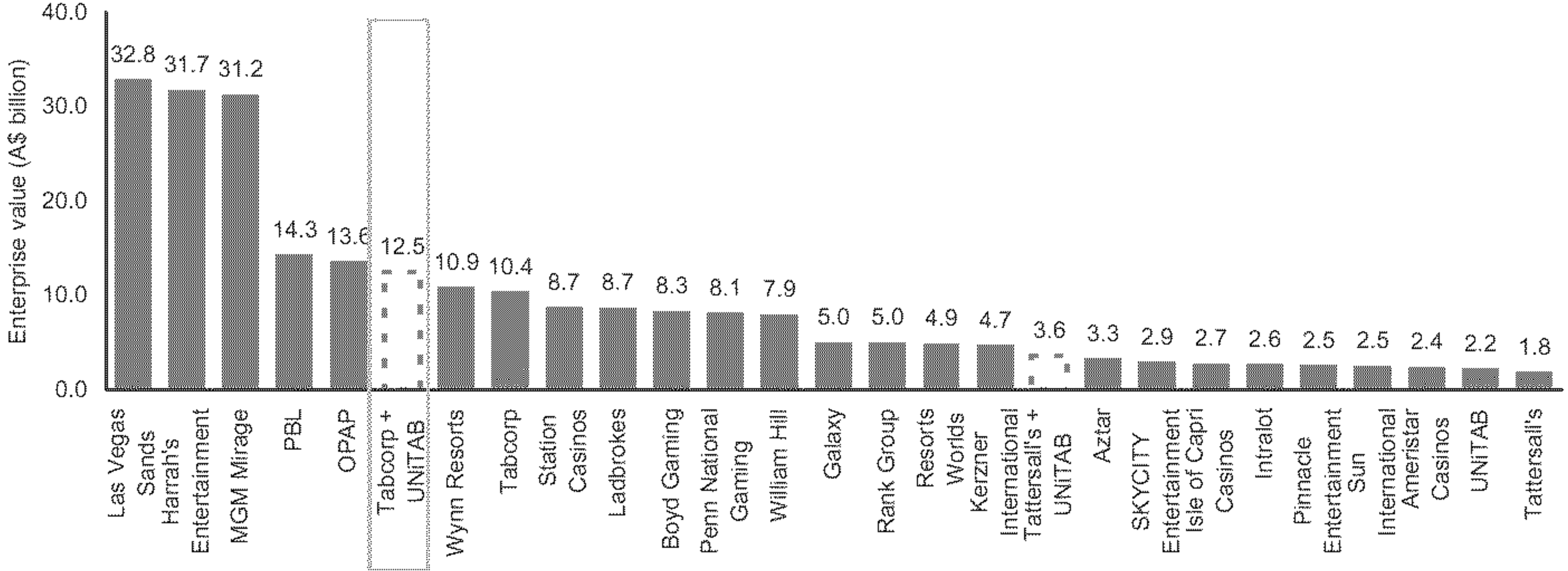
7. Under Tabcorp's Offer EPS is less sensitive to a licence renewal payment

- The EPS impact for a UNiTAB shareholder is expected to be significantly more sensitive to a licence renewal payment under the Tattersall's proposal than under Tabcorp's Offer for the three reasons set out below:
  - under the Tattersall's proposal the merged group is at risk of having to make an upfront licence renewal payment in respect of a significantly higher proportion of its current earnings base than under the Tabcorp Offer
  - Tattersall's business and earnings are much smaller than Tabcorp's business and earnings
  - UNiTAB shareholders will collectively hold a larger share of the merged group under the Tattersall's proposal compared to Tabcorp's Offer and therefore carry a greater share of any debt funded licence renewal payment

8. UNiTAB shareholders gain the opportunity to hold shares in the world's sixth largest gambling group[1]

A combined Tabcorp/UNiTAB would have greater capacity to pursue international strategic growth opportunities through both greater financial capacity and broader gambling expertise

Enterprise value of publicly listed gambling companies[1,2]



Source: Bloomberg, annual reports and company announcements

Note: Refer to slide 52 for the notes accompanying this slide

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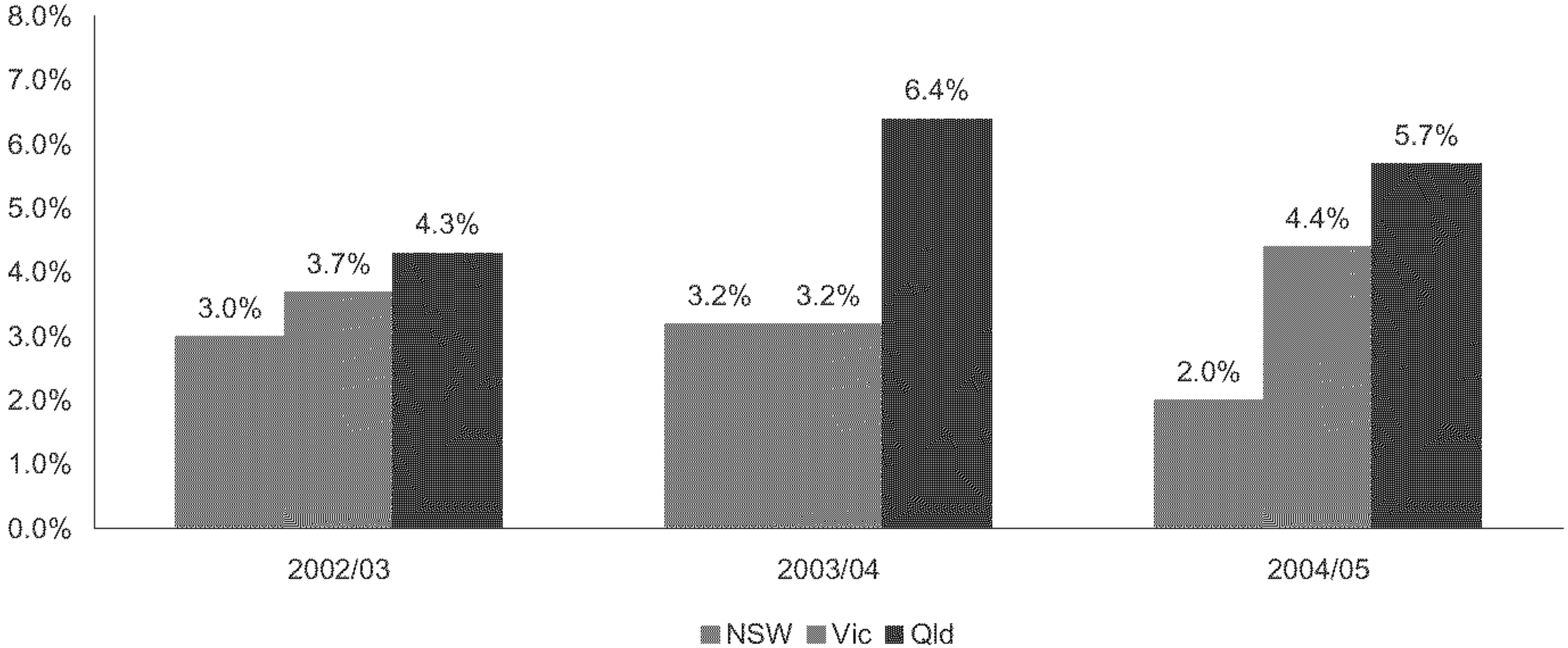
Strategic benefits

- The acquisition of UNiTAB is the next step in creating an Australian wagering and sportsbetting champion
  - The merged entity will have distribution channels for wagering and sports betting product with access to more than 70% of Australia's adult population through retail shops, pubs and clubs, telephone and on-line
  - Deeper betting pools which may result from the acquisition will be more attractive to international customers
- The acquisition builds on Tabcorp's core competency in operating large scale retail wagering and sports betting and gaming businesses
- The acquisition provides further jurisdictional diversification of Tabcorp's earnings and increases Tabcorp's exposure to the attractive Queensland market

Attractiveness of the Queensland market

Queensland has consistently outperformed the Victorian and NSW thoroughbred industries in terms of pari-mutuel turnover growth in recent years as a result of stronger population growth and a stronger economy

Pari-mutuel thoroughbred turnover growth (%p.a.)



Source: Australian Racing Factbook

Expected synergy benefits

- Tabcorp has undertaken limited due diligence on UNiTAB's operations, based on publicly available information and Tabcorp management's understanding of UNiTAB's business
- Synergies and efficiencies (net of payments to the racing industry) are expected to contribute approximately $32 million to Tabcorp's EBITDA in the third full year following completion of the acquisition (subject to receiving regulatory and other approvals and assuming no divestments)
  - It is expected that approximately $20 million of one-off costs and $51 million of capital investment will be incurred to achieve these synergies and operating efficiencies
- Approximately 95% of the synergies are expected to be realised in the second full year following acquisition
- The acquisition of UNiTAB is expected to be modestly EPS accretive (pre non-recurring items) in the second full year of the acquisition

Expected synergies and efficiencies ($m)

	Synergies net of racing industry share
Revenue synergies	4
Operational cost synergies	18
IT cost synergies	10
Total	32

Expected realisation of synergies and efficiencies

Year	% of net synergies expected to be realised
1	35%
2	95%
3	100%

Tabcorp has a strong track record in post merger integration

- Tabcorp acquired Star City in October 1999 and extracted substantial business improvement gains from the acquisition
  - EBITA (on a full cost allocation basis) for Star City grew from $112 million for FY2001 to $205 million for FY2005
  - Since acquisition, the EBITA margin at Star City has improved from 20% in FY2001 to 30% in FY2005

- Tabcorp completed the acquisition of Jupiters in November 2003 and delivered on the full integration by the end of FY2005
  - Synergies for FY2005 were $51 million with total expected synergies (assuming a full 12 month contribution) of $57 million, more than $46 million above initial expectations
  - Since acquisition, the EBITA margin at the Jupiters properties has improved from 18% in FY2003 to 30% in FY2005

- Tabcorp acquired Tab Limited in July 2004
- The integration is currently on track and proceeding according to plan
  - The total expected synergies from the Tab acquisition (excluding the expected benefits from pooling) are $35 million
  - Integration is scheduled to be substantially completed by September 2007
  - Pooling benefits of $5 million have not yet been achieved
  - Capex on the migration has exceeded the original estimate partly due to pooling changes

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A merger of Tabcorp and UNiTAB would offer the following benefits to Queensland

Tabcorp's current Queensland operations

- Tabcorp currently has casino, hotel, entertainment and hospitality operations at three casinos in Queensland being:
  - Conrad Jupiters on the Gold Coast
  - Conrad Treasury in Brisbane
  - Jupiters Townsville in Townsville
- Tabcorp manages the Gold Coast Convention and Exhibition Centre and has an interest in and manages the Townsville Entertainment and Convention Centre
- Tabcorp also operates totalisators for three of the major Queensland gallops clubs and has arrangements to do so with three other gallops and harness clubs
- Tabcorp has invested heavily in Queensland since acquiring Jupiters and worked with the Queensland Government and community on many projects. Tabcorp intends to extend this commitment through the acquisition of UNiTAB

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New benefits to Queensland

- If the merging of pools is approved and 'best of breed' wagering products are introduced, this should lead to increased wagering turnover and financial distributions to the racing industry and government
- Wagering customers will benefit from pooling and 'best of breed' wagering products
- Investigating location of Tabcorp's new Corporate Shared Services Centre in Queensland
- Tabcorp will increase its investment and expand its business operations in Queensland. This is a vote of confidence in Queensland
- As a leading diversified gambling and entertainment group, Tabcorp provides greater opportunities for UNiTAB employees

Benefits for customers and the Queensland racing industry

- The Queensland and South Australian racing industry are currently paid a set product fee by the wagering operator based on turnover
- An increase in turnover as a result of the expected introduction of 'best of breed' wagering products will lead to increased distributions to the racing industry
- Potential benefits from pooling also exist for each of the states and territories and Tabcorp intends to submit proposals for pooling in each state
- Extension of Sky Channel media rights and sponsorship agreements with thoroughbred, harness, and greyhound clubs, supported by an upfront payment in support of clubs
- Additional investment in on course self service facilities, displays and branding to bring service quality up to the standard of other States
- Investment in retail store network, including technology and customer service
  - For example, extension of retail store opening hours in line with Tabcorp's current practice in Victoria and New South Wales

Benefits for the Queensland racing industry

- Tabcorp already operates on-course facilities at a number of Queensland race clubs
  - Operates totalizators for the Brisbane Turf Club, Queensland Turf Club and the Ipswich Turf Club, and has arrangements with the Rocklea Harness Racing Club, Redcliffe Harness Racing Club and the Gold Coast Turf Club
- Tabcorp offers superior services and technology to these clubs
  - Self-service betting terminals, operator driven wireless hand-held terminals and mobile betting facilities during peak carnival times
  - Tabcorp's unique live activity reporting to these Clubs is an essential analytical tool helping to drive the clubs' success
- A combined UNiTAB and Tabcorp would allow racing clubs across Queensland to have access to Tabcorp's superior service offering, products, technology and systems
- Tabcorp has recently appointed Robert Nason, an experienced racing administrator, to oversee its racing and media operations. A major component of Robert's role will be to strengthen existing relationships with the racing industry

Benefits for the Australian racing industry

- By bringing UNiTAB and Tabcorp together, we can create an Australian wagering champion that has the scale and products to deliver the best racing and wagering experience in Australia
- A combination of UNiTAB and Tabcorp would provide the opportunity to showcase Australian racing and wagering products internationally. This offers the possibility of targeting international customers seeking high quality racing product and stable totalizator dividends
- International and local growth in the wagering business would lead to increased funds for the racing industry and in turn further improve the quality of the racing product—a virtuous circle
- The Victorian and NSW racing industries will participate in the synergy and efficiency benefits derived from the acquisition

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Offer conditions

- Tabcorp’s takeover offer is subject to various conditions, as set out in Tabcorp’s announcement released to the ASX today, including:
  - 90% minimum acceptance
  - Part 5 of the *TAB Queensland Limited Privatisation Act 1999* (Qld) being repealed or amended by the Queensland parliament
  - certain regulatory actions taking place and certain regulatory actions not being taken to restrain, prohibit or impede the offer
  - the S&P/ASX 200 Index not being below 4,500 at any time on three consecutive trading days between the announcement of the offer and the end of the offer period
  - that no merger or business combination (in whatever form, and whether or not in the form of the Tattersall's proposal) takes place between UNiTAB and Tattersall's, and UNiTAB does not make or announce a takeover bid for Tattersall's
  - no material adverse change occurring in relation to UNiTAB between the announcement of the offer and the end of the offer period
  - the conditions precedent to the drawdown of funds under the Tabcorp Group's loan facility (which will be used to fund the cash component of the Cash And Share Alternative under the offer) being satisfied or waived

Funding structure

Tabcorp would conservatively fund the acquisition of UNiTAB

Uses

Number of UNiTAB shares (m)	133.4
Implied value per share[1]	$14.25
Acquisition equity value ($m)	1,900
UNiTAB net debt[2,3] ($m)	188
Acquisition enterprise value[3] ($m)	2,088

Sources [3,4]

Equity ($m)	800	38%
Net debt ($m)	1,288	62%
Total funding ($m)	2,088	100%

- Standard & Poors has expressed an opinion that Tabcorp should retain an investment grade credit rating (of at least BBB flat) in the event that its Offer is successful
- To the extent that UNiTAB shareholders elect the All Share Alternative it is the current intention of Tabcorp to conduct a capital management initiative to return the company to the desired capital structure post acquisition[5]

Note: Refer to slide 52 for the notes accompanying this slide

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Slide 3—The implied value of Tabcorp's Offer is $14.25 per UNiTAB share

1. Assumes a Tabcorp share price of between $15.00 and $17.00 during the VWAP Period, subject to the effects of rounding
2. The actual fraction at the lower end of this share consideration range is 57/68 Tabcorp shares per UNiTAB share
3. The actual fraction at the lower end of this share consideration range is 6/17 Tabcorp shares per UNiTAB share

Slide 4—The implied value of Tabcorp's Offer is $14.25 per UNiTAB share

1. Assumes a Tabcorp share price of between $15.00 and $17.00 during the VWAP Period, subject to the effects of rounding
2. The number of shares to be issued under the All Share Alternative will be calculated as $14.25 divided by the volume weighted average price of Tabcorp shares traded on the ASX (excluding certain trades) in the 10 trading days commencing on the trading day immediately after the earlier of the date on which the Offer becomes unconditional and the last day of the offer period ("Tabcorp VWAP"), subject to a minimum of 0.84 Tabcorp shares (exact fraction of 57/68) and a maximum of 0.95 Tabcorp shares per UNiTAB share. The number of shares to be issued under the Cash And Share Alternative will be calculated as $6.00 divided by the Tabcorp VWAP, subject to a minimum of 0.35 Tabcorp shares (exact fraction of 6/17) and a maximum of 0.40 Tabcorp shares per UNiTAB share
3. Subject to the effects of rounding

Notes to the presentation

➢ *Slide 8—Tabcorp's Offer is at a premium to the Tattersall's proposal*

1. Assumes a Tabcorp share price of between $15.00 and $17.00 during the VWAP Period, subject to the effects of rounding
2. Based on a Tattersall's share price of $2.98, being the closing price for Tattersall's shares on the ASX on 30 May 2006
3. The $14.00 cash per UNiTAB share under the maximum cash alternative of Tattersall's proposal is only available to UNiTAB shareholders who elect that alternative to the extent that UNiTAB shareholders in aggregate elect that alternative in respect of 28% or less of the total UNiTAB shares outstanding and no UNiTAB shareholders elect the fixed cash alternative. To the extent that the UNiTAB shareholders in aggregate elect to receive the maximum cash alternative in respect of more than 28% of the total UNiTAB shares outstanding, or to the extent that UNiTAB shareholders elect the fixed cash alternative (thereby reducing the amount of the cash pool available to shareholders selecting the maximum cash alternative), the maximum cash alternative is subject to a pro-rata scaleback. This means that the proportion of a UNiTAB shareholder's holding that receives the cash consideration of $14.00 per UNiTAB share is reduced, and the UNiTAB shareholder would receive Tattersall's shares for the balance of their holding

➢ *Slide 9—Tabcorp's Offer is at a premium to the Tattersall's proposal*

1. Based on the average of current broker valuations for Tattersall's, being the most recent valuation provided by nine brokers reporting between 24 February 2006 and 30 May 2006 (based on the most recent available report for each broker where more than one report has been released by that broker over this period). The range of valuations was $2.10 to $3.15. For those brokers who have updated their estimates to incorporate the impact of the Tattersall's proposal, the applicable broker reports have been omitted. No other broker valuations from that period of which Tabcorp is aware (other than any which were not available to Tabcorp) were omitted from the calculation of this average. However for two brokers, Tabcorp has used the broker's base case valuation and for another broker, Tabcorp has taken an average of the three valuations provided. The Directors of Tabcorp do not adopt this average value

Notes to the presentation

➢ *Slide 10—Tabcorp's Offer represents a more attractive multiple of earnings*

1. The enterprise value/EBITDA multiple represented by Tabcorp's Offer assumes a Tabcorp share price of between $15.00 and $17.00 during the VWAP Period, UNiTAB net debt of $188 million as at 31 December 2005 and UNiTAB's forecast EBITDA of $165 million for the year ending 30 June 2006 (disclosed in the Explanatory Memorandum of UNiTAB dated 31 May 2006 (the "UNiTAB Explanatory Memorandum"))
2. Multiples are based on the mid-point of valuations in independent expert's reports other than the multiples in respect of Tabcorp's Offer and the Tattersall's proposal
3. Dates specified on precedent transactions are completion dates. For schemes of arrangement these reflect the date court approval was given and for off-market takeover offers these reflect the date that the bidder exceeded the 50% acceptance threshold
4. The enterprise value/EBITDA multiple of the Tattersall's proposal is based on the fixed cash alternative of the Tattersall's proposal, assuming a Tattersall's share price of $2.98 (being the closing share price of Tattersall's shares on the ASX on 30 May 2006), UNiTAB net debt of $188 million as at 31 December 2005, and UNiTAB's forecast EBITDA of $165 million for the year ending 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum)

Notes to the presentation

Slide 11—Tabcorp's Offer is expected to provide a greater increase in pro-forma EPS

1. The illustrative pro-forma EPS (pre non-recurring items) impact for a UNiTAB shareholder under the Tabcorp Offer has been calculated on the assumption that all UNiTAB shareholders elect the Cash And Share Alternative and that the Tabcorp VWAP is $15.50. The calculation is based on a pro-forma compilation of stand-alone forecast NPAT for the Tabcorp group as set out in Tabcorp's announcement of the Offer and UNiTAB's forecast NPAT for the year ending 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum). For the purposes of the analysis, it is assumed that Tabcorp acquired UNiTAB on 1 July 2005, and that synergies and efficiencies which Tabcorp expects to realise in the third full year following the acquisition (approximately $32 million less depreciation of approximately $6 million in relation to incremental capital investment) are realised in the year ending 30 June 2006. Additional amortisation of approximately $1 million in respect of the assumed fair value adjustment to UNiTAB's licences on acquisition has also been incorporated into the analysis. The cash component of the acquisition cost is assumed to be funded at an interest rate of 6.3% p.a. It is assumed that UNiTAB shareholders reinvest the gross cash proceeds in Tabcorp shares at an assumed Tabcorp VWAP of $15.50 (assuming zero tax leakage or transaction costs). In the event that some UNiTAB shareholders elect the All Share Alternative, Tabcorp intends to undertake a capital management initiative (such as a share buy-back). Refer to note 5 to slide 35 for further details. Tabcorp's bidder's statement will include further discussion of the assumptions, risks and sensitivities relevant to this analysis

Notes to the presentation

* *Slide 11—Tabcorp's Offer is expected to provide a greater increase in pro-forma EPS (continued)*

2. The calculation of the illustrative pro-forma EPS (pre non-recurring items) impact for a UNiTAB shareholder under the Tattersall's proposal assumes that all UNiTAB shareholders elect to receive the fixed cash consideration available under the Tattersall's proposal and reinvest the gross cash proceeds in Tattersall's shares at $2.98 per Tattersall's share (being the closing price for Tattersall's shares on 30 May 2006), assuming zero tax leakage or transaction costs. The calculation is based on the average of current broker NPAT estimates for Tattersall's (details of which are described in note 3 below) for the year ending 30 June 2006 and UNiTAB's forecast NPAT of $80 million for the year ending 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum). Pro-forma synergies of approximately $20 million and incremental amortisation of approximately $1 million, in respect of the assumed fair value adjustment to UNiTAB's licences on acquisition, have also been incorporated into the analysis. Note that no incremental depreciation in respect of incremental capital investment has been incorporated into this analysis. The acquisition funding assumes that Tattersall's utilises its financial assets (approximately $410 million as disclosed in the UNiTAB Explanatory Memorandum, assumed to earn interest at 5.5% p.a.) prior to drawing down on its banking facilities (at an assumed interest rate of 6.0% p.a.). Tattersall's is assumed to complete post transaction capital management (through a share buy-back at $2.98 per Tattersall's share), as is the stated intention of Tattersall's in the announcement of its proposal on 27 March 2006 and the UNiTAB Explanatory Memorandum. To the extent that Tattersall's does not conduct the proposed capital management initiative, or to the extent that any capital management initiative does not involve a share buy-back or the average price at which Tattersall's shares are bought back differs from the assumed buy-back price ($2.98 per Tattersall's share), this is likely to result in a different pro-forma EPS outcome (which may be lower or higher) to that disclosed in this presentation

Notes to the presentation

- *Slide 11—Tabcorp's Offer is expected to provide a greater increase in pro-forma EPS (continued)*

3. The average of current broker NPAT estimates for Tattersall's for the year ending 30 June 2006 is calculated from ten broker research reports available to Tabcorp dated over the period 24 February 2006 to 30 May 2006 (based on the most recent available report for each broker where more than one report has been released over this period). The range of broker NPAT estimates was $128 million – $140 million with an average of $132 million. For those brokers who have updated their earnings estimates to incorporate the impact of the Tattersall's proposal, these broker reports have been omitted. No other broker reports from that period of which Tabcorp is aware (other than any which were not available to Tabcorp) were omitted from the calculation of this average. The Directors of Tabcorp do not adopt this average as their own forecast in relation to Tattersall's, and are not providing any such forecast

Notes to the presentation

➢ *Slide 12—Tabcorp's Offer is expected to provide a greater increase in pro-forma DPS*

1. The UNiTAB dividends for the year ending 30 June 2006 are assumed to be double the interim dividend already paid
2. The illustrative pro-forma DPS impact for a UNiTAB shareholder under Tabcorp's Offer is calculated on the assumption that UNiTAB shareholders receive the benefit of all the dividends declared or to be declared by Tabcorp for the year ending 30 June 2006 (which will not be the case). For Tabcorp the total dividends declared for the year ending 30 June 2006 are assumed to be double the interim dividends already paid. Refer to note 1 to slide 11 for the acquisition and shareholder reinvestment assumptions incorporated into this analysis. Tabcorp's bidder's statement will include further discussion of the assumptions, risks and sensitivities relevant to this analysis
3. The illustrative pro-forma DPS impact for a UNiTAB shareholder under the Tattersall's proposal is calculated on the assumption that UNiTAB shareholders receive the benefit of all the dividends declared or to be declared by Tattersall's for the year ending 30 June 2006 on an annualised basis (which will not be the case). For Tattersall's, total dividends declared for the year ending 30 June 2006 are assumed to be the prospectus forecast dividends of 16.25 cents per share for the 13 months ending 30 June 2006, adjusted to reflect a twelve month period only (equivalent to dividends of 15.0 cents per share). Refer to note 2 to slide 11 for the acquisition and shareholder reinvestment assumptions incorporated into this analysis
4. The payout ratio is based on earnings pre non-recurring items and post synergies and efficiencies

Notes to the presentation

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➢ *Slide 13—Tabcorp's Offer provides greater certainty of value*

1. Tabcorp's offer provides a guaranteed cash consideration of $8.25 per UNiTAB share under the Cash And Share Alternative compared to $3.91 per UNiTAB share under the fixed cash alternative of the Tattersall's proposal. Although the Tattersall's proposal has a maximum cash alternative of $14.00 per UNiTAB share, not all UNiTAB shareholders can receive cash for all of their UNiTAB shareholding. Tattersall's cash pool is limited. Accordingly, the cash amount receivable under the maximum cash alternative is subject to possible scale back (with Tattersall's shares to be issued in the place of any scaled-back amount), depending on the proportion of UNiTAB shareholders that elect either that alternative or the fixed cash alternative (which is currently unknown). To the extent that UNiTAB shareholders in aggregate elect the maximum cash alternative in respect of more than 28% of the total UNiTAB shares outstanding (assuming that all other UNiTAB shareholders elect the all share alternative in respect of their shareholding), or to the extent that certain UNiTAB shareholders elect the maximum cash alternative in respect of 28% of the total UNiTAB shares outstanding and some of the remaining UNiTAB shareholders elect the fixed cash alternative, those UNiTAB shareholders who elect the maximum cash alternative will be subject to pro-rata scale back. This means that the proportion of their UNiTAB shares for which cash of $14.00 is received will be reduced, and the UNiTAB shareholder would receive Tattersall's shares for the balance of their holding. If all UNiTAB shareholders selected either the maximum cash alternative or the fixed cash alternative, they would all receive $3.91 cash and 3.12 Tattersall's shares for each UNiTAB share
2. Based on Tabcorp's closing share price on 30 May 2006 and the average of current broker valuations for Tabcorp, being the most recent valuations provided by the ten brokers reporting a valuation between 16 March 2006 and 30 May 2006 that were available to Tabcorp (based on the most recent available report for each broker where more than one report has been released by that broker over this period). The range of valuations was $14.28 to $19.20. No broker valuations from that period of which Tabcorp is aware (other than any which were not available to Tabcorp) were omitted from the calculation of this average. However for three brokers, Tabcorp has used the broker's base case valuation and for another broker, Tabcorp has taken an average of the two valuations provided. The Directors of Tabcorp do not adopt this average value

Notes to the presentation

➢ *Slide 13—Tabcorp's Offer provides greater certainty of value (continued)*

3. Based on Tattersall's closing share price on 30 May 2006 and the average of current broker valuations for Tattersall's, being the most recent valuation provided by nine brokers reporting between 24 February 2006 and 30 May 2006 (based on the most recent available report for each broker where more than one report has been released by that broker over this period). The range of valuations was $2.10 to $3.15. For those brokers who have updated their estimates to incorporate the impact of the Tattersall's proposal, the applicable broker reports have been omitted. No other broker valuations from that period of which Tabcorp is aware (other than any which were not available to Tabcorp) were omitted from the calculation of this average. However for two brokers, Tabcorp has used the broker's base case valuation and for another broker, Tabcorp has taken an average of the three valuations provided. The Directors of Tabcorp do not adopt this average value

➢ *Slide 14—Tabcorp's Offer provides greater certainty of value*

1. Refer to note 2 to slide 13 for details of the average of current broker valuations for Tabcorp
2. Refer to note 3 to slide 13 for details of the average of current broker valuations for Tattersall's

Notes to the presentation

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> *Slide 15—Tabcorp's Offer provides greater certainty of value*

1. If the value of the Tattersall's share component of the Tattersall's proposal were to be measured on the basis of the average of current broker valuations for Tattersall's (on a stand alone basis) of $2.74 per share, the result would be a value of $12.46 for the fixed cash alternative under the Tattersall's proposal and a value of $11.86 for the all shares alternative under the Tattersall's proposal. Refer to note 3 to slide 13 for details regarding the calculation of the average of current broker valuations for Tattersall's
2. As this measure of the value of Tattersall's shares is based on average current broker valuations, it is possible that Tattersall's shares received by UNiTAB shareholders under the Tattersall's proposal could be sold at prices that resulted in more than those implied values being realised
3. Assuming a Tabcorp VWAP of $15.50, the All Share Alternative of the Tabcorp Offer would be (subject to the effects of rounding) 0.92 Tabcorp shares per UNiTAB share. If the value of 0.92 of a Tabcorp share were to be measured on the basis of the average of current broker valuations of Tabcorp (on a stand alone basis) of $16.72 per share, the result would be $15.37. Refer to note 2 to slide 13 for details regarding the calculation of the average of current broker valuations for Tabcorp
4. Assuming a Tabcorp VWAP of $15.50, the Cash And Share Alternative of the Tabcorp Offer would be $8.25 plus (subject to the effects of rounding) 0.39 Tabcorp shares per UNiTAB share. If the value of $8.25 plus 0.39 of a Tabcorp share were to be measured on the basis of the average of current broker valuations of Tabcorp (on a stand alone basis) of $16.72 per share, the result would be $14.72. Refer to note 2 to slide 13 for details regarding the calculation of the average of current broker valuations for Tabcorp
5. As this measure of the value of Tabcorp shares is based on the average of current broker valuations, there can be no assurance that Tabcorp shares received by UNiTAB shareholders under Tabcorp's Offer would be able to be sold at prices that resulted in $15.37 or $14.72 per UNiTAB share being realised

Notes to the presentation

➢ *Slide 15—Tabcorp's Offer provides greater certainty of value (continued)*

6. To the extent that the Tabcorp VWAP approached a price equivalent to the average of current broker valuations of $16.72 the position would be different. If the Tabcorp VWAP were $16.72, a UNiTAB shareholder would receive 0.85 Tabcorp shares under the All Share Alternative (subject to the effects of rounding). If the value of 0.85 Tabcorp shares were to be measured by reference to the average of current broker valuations the result would be $14.25. Likewise, if the Tabcorp VWAP were $16.72, a UNiTAB shareholder would receive $8.25 cash and 0.36 Tabcorp shares under the Cash And Share Alternative (subject to the effects of rounding). If the value of $8.25 cash and 0.36 Tabcorp shares were to be measured by reference to the average of current broker valuations the result would be $14.25

➢ *Slide 16—Tabcorp's Offer provides greater diversification of earnings*

1 Assuming no divestments

Notes to the presentation

- *Slide 17—Tabcorp's Offer provides greater diversification of earnings*

1. After allocation of corporate costs and excluding synergies and assuming no divestments are made
2. The EBITDA contributions for Tabcorp's wagering, gaming, casinos and media divisions are based on Tabcorp's forecasts for these divisions for the year ending 30 June 2006
3. The EBITDA contributions for UNiTAB's wagering division and UNiTAB's gaming division have been derived by applying the relative EBITDA contribution of these two divisions (disclosed in the UNiTAB Explanatory Memorandum) to UNiTAB's forecast EBITDA for the year ending 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum)
4. EBITDA contributions for Tattersall's lotteries division and Tattersall's gaming division have been derived by applying the relative EBITDA contribution of these two divisions (disclosed in the UNiTAB Explanatory Memorandum) to the average of current broker EBITDA estimates for Tattersall's from the ten brokers reporting between 24 February 2006 and 30 May 2006 that were available to Tabcorp
5. Based on a pro-forma compilation of Tabcorp stand-alone financial information and UNiTAB's forecast revenue, EBITDA and EBIT for the year ended 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum). Pro-forma EBITDA and pro-forma EBIT incorporates gross synergies of $32 million. EBIT includes depreciation of $6 million in respect of incremental capital investment and amortisation of $1 million in respect of a fair value adjustment to UNiTAB's wagering licences on acquisition
6. Based on the average of current broker revenue, EBITDA and EBIT estimates for Tattersall's and UNiTAB's forecast revenue, EBITDA and EBIT for the year ended 30 June 2006 (disclosed in the UNiTAB Explanatory Memorandum). Pro-forma EBITDA and pro-forma EBIT includes gross synergies of $20 million. Pro-forma EBIT includes incremental amortisation of $1 million in respect of a fair value adjustment to UNiTAB's wagering licences on acquisition

Notes to the presentation

Slide 18—Tabcorp's Offer provides lower licence renewal risk

1. Tabcorp's current earnings that **are** subject to licence renewal risk in the next six years are those relating to its Victorian wagering, gaming and Keno operations and New South Wales Keno operations
2. As noted in the Independent Expert's Report in the UNiTAB Explanatory Memorandum, the income derived from Tattersall's Victorian gaming licence (which expires in 2012) represents approximately 90% of the Tattersall's (stand-alone) forecast EBITDA for the year ending 30 June 2006 and Tattersall's Victorian lotteries licence (which expires in 2007) represents approximately 10% of Tattersall's (stand-alone) EBITDA

Notes to the presentation

- *Slide 20—Under Tabcorp's Offer EPS is less sensitive to a licence renewal payment*

1. The acquisition and shareholder re-investment assumptions incorporated into this analysis are the same as those detailed in the notes 2 and 3 to slide 11 of this presentation. In addition, the analysis assumes that Tabcorp is required to make a debt funded payment (at an assumed interest rate of 6.3% p.a.) of approximately $1.1 billion for the renewal of its 75% interest in its Victorian wagering, gaming and Keno licences (note that Tabcorp's Victorian wagering and gaming operations are conducted in a joint venture with the Victorian racing industry) and NSW Keno licence and that Tattersall's is required to make a debt funded payment (at an assumed interest rate of 6.0% p.a.) of approximately $1.0 billion for the renewal of its Victorian gaming, lotteries and Keno licences. The Victorian racing industry is assumed to retain its existing 25% interest in Tabcorp's Victorian gaming and wagering businesses. The debt funded payments are assumed to be made at the beginning of the year ending 30 June 2006 to take into account their impact for a full year and that no incremental earnings are assumed to be achieved in the year ending 30 June 2006 as a consequence of the renewal payments. Tabcorp's bidder's statement will include further discussion of the assumptions, risks and sensitivities relevant to this analysis

Notes to the presentation

> *Slide 20—Under Tabcorp's Offer EPS is less sensitive to a licence renewal payment (continued)*

2. Tattersall's Victorian gaming, lotteries and Keno licences renewal payment of $1.0 billion is consistent with 6 broker research reports dated between 23 February 2006 and 5 May 2006 which discuss a Victorian gaming licence renewal payment for Tabcorp or Tattersall's ranging between $800 million to $1,500 million, depending on the assumed industry structure, tax rates, licence term and level of industry contributions, all of which are currently uncertain (no broker research reports which have considered this issue of which Tabcorp is aware have been excluded from this analysis). For illustrative purposes only, the analysis assumes that Tabcorp and Tattersall's renew their respective gaming licences on identical terms to each other (with the exception of the Victorian racing industry's 25% interest in Tabcorp's Victorian wagering and gaming operations). The payments assumed in this analysis are net payments to the relevant governments for the renewal of the outstanding licences and do not consider any refunds receivable. Given Tabcorp's 75% interest in its Victorian gaming operations (which, along with Tabcorp's Victorian wagering business is 25% owned by the Victorian racing industry), an amount of approximately $750 million has been assumed to be paid by Tabcorp for the renewal of Tabcorp's Victorian gaming licence. A payment of $350 million has been assumed for the renewal of Tabcorp's Victorian wagering and Keno and New South Wales Keno licences which approximates the comparative EBITDA contributions of these businesses to Tabcorp's Victorian gaming operations, relative to the assumed licence renewal payment for this business

Notes to the presentation

➢ *Slide 22—UNiTAB shareholders gain the opportunity to hold shares in the world's sixth largest gambling group*

1. Includes publicly listed companies that derive their earnings from predominantly offline gambling operations. Enterprise values are based on closing prices and exchange rates as at 30 May 2006, using the most recently reported net debt and minorities balance for each company adjusted for major company announcements, excluding any pension liabilities
2. Tabcorp/UNiTAB pro-forma enterprise value calculated assuming that each UNiTAB shareholder accepts the Cash And Share Alternative under Tabcorp's Offer, a Tabcorp VWAP of $15.50 and a post transaction Tabcorp Share price of $15.50. The Tattersall's/UNiTAB pro-forma enterprise value is calculated assuming that all UNiTAB shareholders accept the fixed cash alternative under the Tattersall's proposal and a post transaction Tattersall's share price of $2.98, being the closing share price on 30 May 2006

➢ *Slide 35—Funding structure*

1. Based on a Tabcorp share price between $15.00 and $17.00 during the VWAP period
2. Net debt at 31 December 2005
3. Excludes transaction costs
4. Based on all UNiTAB shareholders accepting the Cash And Share Alternative (and subject to the effects of rounding)
5. In the event that some UNiTAB shareholders elect the All Share Alternative, Tabcorp intends to undertake a capital management initiative (such as a share buy back). Tabcorp's intention to undertake such an initiative is subject to the Tabcorp Board resolving to implement such an initiative having regard to the funding requirements of Tabcorp and other applicable considerations at the relevant time. To the extent that Tabcorp does not conduct the proposed capital management initiative, or to the extent that any capital management initiative does involve a share buy-back and the average price at which Tabcorp shares are bought back differs from the Tabcorp VWAP, this is likely to result in a different pro-forma EPS outcome (which may be lower or higher) to that disclosed in this presentation