

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Tabcorp Holdings Limited
ABN	66 063 780 709

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Paula Dwyer
Date of last notice	20 March 2009

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Interests prior to change: 18,000 ordinary shares held indirectly by Roble Pty Ltd as trustee for the Happell Family Trust 12,863 ordinary shares held indirectly by Happell Company Pty Ltd as trustee for the Happell Super Fund
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	As detailed above
Date of change	22 November 2010 being the allotment date for ordinary shares issued pursuant to the retail component of the accelerated renounceable entitlement offer described in the ASX announcement and investor presentation lodged with the ASX on 18 October 2010 (Entitlement Offer)
No. of securities held prior to change	As detailed above
Class	Ordinary shares

+ See chapter 19 for defined terms.

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Number acquired	2,000 ordinary shares were issued to Roble Pty Ltd as trustee for the Happell Family Trust pursuant to the Entitlement Offer 1,429 ordinary shares were issued to Happell Company Pty Ltd as trustee for the Happell Super Fund pursuant to the Entitlement Offer
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$6.25 per ordinary share pursuant to the Entitlement Offer
No. of securities held after change	20,000 ordinary shares held indirectly by Roble Pty Ltd as trustee for the Happell Family Trust 14,292 ordinary shares held indirectly by Happell Company Pty Ltd as trustee for the Happell Super Fund
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of ordinary shares pursuant to the Entitlement Offer

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

+ See chapter 19 for defined terms.