

# 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 30/09/01 Amended 01/01/11

|                       |                                    |
|-----------------------|------------------------------------|
| <b>Name of entity</b> | Tabcorp Holdings Limited (Tabcorp) |
| <b>ABN</b>            | 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.

|                            |                    |
|----------------------------|--------------------|
| <b>Name of Director</b>    | David Attenborough |
| <b>Date of last notice</b> | 11 August 2016     |

### 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.

|                                                                                                                                                                     |                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                  | Interest prior to change:<br>968,670 Ordinary Shares held directly<br>180,895 Ordinary Shares pursuant to Tabcorp's Short Term Performance Plan held directly<br>1,593,768 Performance Rights pursuant to Tabcorp's Long Term Performance Plan held directly |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | N/A                                                                                                                                                                                                                                                          |
| <b>Date of change</b>                                                                                                                                               | 21 September 2016                                                                                                                                                                                                                                            |
| <b>No. of securities held prior to change</b>                                                                                                                       | As detailed above                                                                                                                                                                                                                                            |
| <b>Class</b>                                                                                                                                                        | Ordinary Shares and Performance Rights                                                                                                                                                                                                                       |
| <b>Number acquired</b>                                                                                                                                              | 590,062 Ordinary Shares                                                                                                                                                                                                                                      |
| <b>Number disposed</b>                                                                                                                                              | 590,062 Performance Rights                                                                                                                                                                                                                                   |

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+ See chapter 19 for defined terms.

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | Nil                                                                                                                                                                                                                               |
| <b>No. of securities held after change</b>                                                                                                                                  | 1,558,732 Ordinary Shares held directly<br>180,895 Ordinary Shares pursuant to Tabcorp's Short Term Performance Plan held directly<br>1,003,706 Performance Rights pursuant to Tabcorp's Long Term Performance Plan held directly |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of 590,062 Ordinary Shares and reduction of 590,062 Performance Rights following vesting of Performance Rights issued to Mr Attenborough on 31 October 2013 pursuant to Tabcorp's Long Term Performance Plan                |

#### 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.

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

#### Part 3 – <sup>+</sup>Closed period

<sup>+</sup> See chapter 19 for defined terms.

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|---------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period?                                                           |    |
| If prior written clearance was provided, on what date was this provided?                                                                                |    |

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<sup>+</sup> See chapter 19 for defined terms.