ASX Announcement

5 December 2017

Proposed combination with Tabcorp

Tatts Group Limited (**Tatts Group**) advises that further to its announcement to ASX on 1 December 2017 and in accordance with section 6.2 of its Supplementary Scheme Booklet dated 28 November 2017, it has today published the following notice on its website at www.tattsgroup.com and in *The Australian* and *Courier Mail* newspapers:

> ***Tatts Group Limited: Shareholder Meetings to proceed on 12 December 2017***
>
> *Following confirmation from the ACCC and CrownBet Pty Ltd that they will not seek judicial review of the Australian Competition Tribunal's authorisation of the proposed merger between Tatts and Tabcorp Holdings Ltd (**Merger**), the competition approval condition to the Merger has now been **waived**. Full details of this condition and the risks associated with its waiver are contained in Tatts' Supplementary Scheme Booklet dated 28 November 2017, which Tatts shareholders should read carefully.*
>
> *The Tatts Shareholder Meeting to vote on the Merger will be held on Tuesday, **12 December 2017** at 3.00pm (following the AGM which commences at 1.30pm) at Brisbane Convention & Exhibition Centre, corner Merivale & Glenelg Streets, South Bank, Brisbane QLD. Proxy forms in respect of the Merger must be received by 3.00pm on 11 December 2017 to be valid. All references are to Brisbane time.*

As detailed in section 5 of the Supplementary Scheme Booklet, the Effective Date of the Scheme is currently expected to be 13 December 2017. If the Scheme is approved by Tatts Shareholders and the Court, then Tatts Shares (ASX Code: TTS) will cease trading with effect from the close of trading on that date.

As described in sections 9.10, 12.3(d), 12.4(b) and 13.4(e) of the Scheme Booklet dated 8 September 2017, Tatts Bonds (ASX Code: TTSHA) are expected to remain quoted on ASX following Implementation of the Scheme, subject to receiving Court approval to amend paragraph 6(b) of the Scheme and ASX approval to permit the Tatts Bonds to remain quoted on ASX.

Further Information

Tatts shareholders can obtain further information in relation to the Scheme Booklet, Supplementary Scheme Booklet or the Proposed Merger by calling the Tatts shareholder information line on 1300 648 141 (callers within Australia) or +61 3 9415 4127 (callers outside Australia) on business days between 8.30am and 5.30pm (AEDT).

---ooo---