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Tabcorp

**Tabcorp Holdings Limited**
ACN 063 780 709

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25 October 2016

To: Australian Securities Exchange
Market Announcements Office
20 Bridge Street
Sydney NSW 2000

**RESULTS OF ANNUAL GENERAL MEETING**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, the following results for the Annual General Meeting ("**AGM**") of Tabcorp Holdings Limited ("**the Company**") were recorded for each of the resolutions set out in the Notice of AGM dated 20 September 2016:

| | | |
|---|---|---|
| Item 2(a): | Re-election of Ms Paula Dwyer as a Director of the Company | Resolution passed on a poll |
| Item 2(b): | Re-election of Mr Justin Milne as a Director ofthe Company | Resolution passed on a poll |
| Item 3: | Adoption of Remuneration Report (non-binding advisory vote) | Resolution passed on a poll |
| Item 4: | Grant of Performance Rights to Managing Director and Chief Executive Officer | Resolution passed on a poll |
| Item 5: | Increase in Non Executive Director Fee Pool | Resolution passed on a poll |

The total number of valid proxies received and votes cast in respect of these resolutions are shown on the page attached.

Fiona Mead
**Company Secretary (subject to approval)**

Enc.

# TABCORP HOLDINGS LIMITED

# RESULT OF GENERAL MEETING (ASX REPORT)

ANNUAL GENERAL MEETING
Tuesday, 25 October, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| | | Manner in which the securityholder directed the proxy vote (as at proxy close): | | | | Manner in which votes were cast in person or by proxy on a poll (where applicable) | | |
|---|---|---|---|---|---|---|---|---|
| **Resolution** | | Votes ***For*** | Votes ***Against*** | Votes ***Discretionary*** | Votes ***Abstain*** | ***For*** | ***Against*** | ***Abstain ***** |
| 2A | RE-ELECTION OF MS PAULA DWYER AS A DIRECTOR OF THE COMPANY | 470,833,979 | 3,505,415 | 3,449,233 | 21,140,733 | 478,862,744 | 3,517,212 | 21,140,733 |
| 2B | RE-ELECTION OF MR JUSTIN MILNE AS A DIRECTOR OF THE COMPANY | 368,321,421 | 126,837,392 | 3,426,798 | 329,667 | 376,276,919 | 126,865,396 | 329,667 |
| 3 | ADOPTION OF REMUNERATION REPORT | 379,028,104 | 110,731,371 | 3,492,434 | 5,677,451 | 382,561,478 | 112,214,355 | 5,677,451 |
| 4 | GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER | 480,200,026 | 9,882,350 | 3,326,248 | 5,520,736 | 484,932,586 | 11,328,870 | 5,520,736 |
| 5 | INCREASE IN NON EXECUTIVE DIRECTOR FEE POOL | 369,847,182 | 119,307,881 | 3,800,719 | 5,973,578 | 376,099,942 | 119,530,502 | 5,973,578 |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

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