

## Implementation of Scheme of Arrangement and Merger with Tabcorp

Tatts Group Limited (**Tatts Group**) is pleased to announce that the scheme of arrangement between Tatts Group and its shareholders, which was approved by shareholders on 12 December 2017 and by the Supreme Court of Victoria on 13 December 2017 (**Scheme**), was implemented today.

Tabcorp Holdings Limited (**Tabcorp**) now holds all of the shares in Tatts Group. As previously announced, persons who were formerly Tatts Group shareholders (other than ineligible foreign shareholders) on the Scheme record date (19 December 2017) will today receive:

- 0.8 New Tabcorp Shares; and
- \$0.265 cash,

per Tatts Group share held. The \$0.265 cash payment per Tatts Group Share which was paid today and the fully franked Tatts Group special dividend of \$0.16 per Tatts Group Share which was paid to Tatts Group shareholders on Tuesday, 19 December 2017, together comprise the aggregate cash consideration of \$0.425 payable to Tatts Group shareholders under the Scheme.

### Director appointments and resignations

Tatts Group announces the appointment of each of David Attenborough, Damien Johnston and Fiona Mead as directors of Tatts Group and the appointment of Fiona Mead and Michael Scott as company secretaries of Tatts Group, with effect from implementation of the Scheme today (**Implementation**).

Tatts Group also announces the resignation of each of Harry Boon, Brian Jamieson, Lyndsey Cattermole, Kevin Seymour, David Watson and Robbie Cooke as directors of Tatts Group effective from Implementation and the resignation of Anne Tucker as company secretary of Tatts Group with effect from Implementation.

### Change in ASX admission category

Trading in Tatts Group shares was suspended from close of trading on Wednesday, 13 December 2017. In accordance with Listing Rule 18.9, Tatts Group requested that ASX change Tatts Group's ASX admission category from ASX Listing to ASX Debt Listing with effect from Implementation. ASX approved the change in admission category and confirmed that Tatts Bonds (ASX Code: TTSHA) will remain quoted on ASX following Implementation.

### **Class ruling from the Australian Taxation Office**

As foreshadowed in section 15 of the Scheme Booklet dated 8 September 2017, Tatts Group has obtained a draft ruling from the Australian Taxation Office (**ATO**) in respect of the tax treatment of the Scheme consideration and the Tatts Group special dividend. The ruling is currently in draft form and will be finalised by the ATO following Implementation of the Scheme. It is currently expected that the ruling will be published at [www.ato.gov.au/law](http://www.ato.gov.au/law) and that notice of the ruling will appear in the Government Notices Gazette in January 2018.

### **Competition authorisation final**

As previously disclosed, the prescribed period in which to make a judicial review application in relation to the Australian Competition Tribunal's (**Tribunal**) decision to authorise Tabcorp's acquisition of Tatts Group expired on 20 December 2017. Tatts Group confirms that no judicial review application or appeal was filed in this period. Accordingly, the Tribunal's decision to grant authorisation is now final.

For personal use only