

Tabcorp

Nomination Committee Terms of Reference

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1 Introduction to the Terms of Reference

1.1 General

This Nomination Committee Terms of Reference sets out the principles and processes to be followed by the Nomination Committee of the Board of Tabcorp.

The Nomination Committee is a committee of the Board of Tabcorp established under Rule 90 of the Company's Constitution.

1.2 Board approval

The Board has approved the Nomination Committee Terms of Reference. The Board may approve updates and amendments to the Nomination Committee Terms of Reference from time to time.

1.3 Definitions

Unless the contrary intention is expressed in the Terms of Reference, the following words (when used in this Nomination Committee Terms of Reference) have the meaning set out below:

Board means the Board of Directors of Tabcorp from time to time.

Committee means Nomination Committee of the Board of Tabcorp.

Company means Tabcorp, having its registered office at 5 Bowen Crescent, Melbourne, Victoria, 3004.

Director means a person appointed as a Director of Tabcorp.

Tabcorp means Tabcorp Holdings Limited (ACN 063 780 709) and its controlled entities.

2 Role of the Committee

The primary purpose of the Committee is to make recommendations to the Board to achieve the optimal composition of the Board and Board Committees having regard to:

- size and composition;
- ensuring that they consist of individuals who are best able to discharge the responsibilities of Directors;
- the extent to which required skills, experience or attributes are represented; and
- the need to maintain the highest standard of corporate governance.

3 Duties and Responsibilities of the Committee

3.1 Key responsibilities

The Committee shall consider matters relating to the composition of the Board and Board Committees.

The duties of the Committee are as follows:

- annually review the skills, experience and attributes required to discharge the Board's duties and the extent to which they are represented in the composition of the Board as well as each Board Committee;
- manage a process to identify suitable candidates for appointment to the Board and the composition of Board Committees and to engage external consultants in this process if considered by the Committee to be appropriate;
- make recommendations to the Board to facilitate orderly succession of Board membership;
- make recommendations to the Board on candidates it considers appropriate for appointment to the Board and Board Committees (including whether the Board should support the election or re-election of any Director required to retire in accordance with the terms of the Company's Constitution); and
- facilitate an independent three yearly review of the performance of the Board, Board Committees and Directors.

3.2 Other responsibilities

The Committee will perform other functions as requested by the Board.

The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board.

4 Composition and Structure of the Committee

4.1 Composition

The Committee should be of sufficient size, independence and expertise to conduct its duties effectively. The Committee will comprise at least three members appointed by the Board. All members must be independent non-executive Directors. Members of the Committee shall be considered to be independent so long as they do not have any relationship with Tabcorp that may interfere with the exercise of independent judgement. This means they shall not accept any consulting, advisory, or other compensatory fee from the company and are not an affiliated person of Tabcorp or its related entities.

The Board will appoint the Chairman of the Committee.

Other members of the Board of Directors are entitled to attend Committee meetings, but will not be entitled to vote on any matter being considered by the Committee.

4.2 Removal or resignation

If a member of the Committee ceases to be a Director of the Company, that member ceases to be a member of the Committee. The Board may remove a member of the Committee.

4.3 Secretary

The Secretary of the Committee is the Company Secretary. The Secretary of the Committee will be responsible, in conjunction with the Chairman of the Committee, for determining the agenda for each meeting.

5 Meetings of the Committee

5.1 Frequency

The Committee will meet as frequently as required but not less than twice a year.

The Committee may call such additional meetings as the Chairman of the Committee decides are necessary for the Committee to fulfil its duties.

In addition, the Chairman of the Committee is required to call a meeting of the Committee when requested to do so by a Committee member, the Managing Director and Chief Executive Officer, the Chief Financial Officer, or the Company Secretary.

5.2 Minutes of meetings

The Committee's Secretary will be responsible for keeping and circulating the minutes of Committee meetings.

Minutes shall be distributed to all Committee members after the Committee Chairman has given preliminary approval.

The minutes of Committee meetings will be approved by the Committee and signed by the Chairman of the Committee.

Minutes, agenda and supporting papers shall be made available to any Director upon request to the Secretary, providing no conflict of interest exists.

To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next Board meeting after each meeting of the Committee.

5.3 Meeting attendance

Unless otherwise directed by the Board, the Managing Director and Chief Executive Officer will attend each meeting of the Committee. The Committee may invite other people or employees to attend meetings when necessary.

5.4 Quorum, voting and resolutions

A quorum will comprise any two Committee members. Should the Chairman be absent from any meeting, and there are at least two members still present, the members of the Committee present shall appoint one of their number to be Chairman of that meeting.

Each Committee member will have one vote. Questions arising at any meeting of the Committee are decided by a majority of votes, and, in the case of an equality of votes, the Chairman of the Committee meeting has (except when only two Committee members are eligible to vote on the question) a second or casting vote.

The Committee may pass resolutions by circular resolution by adopting the procedures set out in Tabcorp's Constitution.

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which there is an actual or perceived conflict of interest.

6 Reporting to the Board

The Committee shall:

- circulate minutes to all Directors of the Company after each Committee meeting, subject to the existence of any conflict of interest; and
- update the Board about Committee activities and make recommendations.

7 Independent External Advice

The Committee may engage an independent external adviser in relation to any Committee matter, at the expense of the Company.

The Chairman of the Committee may determine that any external advice may be circulated to the other Directors of the Company.

8 Access to employees, other persons and resources

The Committee has unrestricted access to executive management, all employees and all Tabcorp records, legal and financial advisers, and internal and external auditors. The Committee may invite any person to attend a Committee meeting. The Committee may access Tabcorp resources to enable it to discharge its duties.

9 Assessment and Evaluation of the Committee

A performance evaluation of the Committee against the requirements of the Committee Terms of Reference will be conducted regularly. The Board will evaluate regularly the effectiveness of the Committee.

10 Access to the Terms of Reference

The Committee Terms of Reference will be available for viewing by any person on the Company's website or a copy will be sent upon request.

11 Review of the Terms of Reference

The Committee Terms of Reference is subject to regular review and will be amended (as appropriate) to reflect current best practice in corporate governance and the duties and responsibilities of Committees. Any amendments will be in accordance with respective Stock Exchange requirements and the Terms of Reference should encompass all mandatory regulatory requirements. The Board will review regularly the Committee Terms of Reference.