

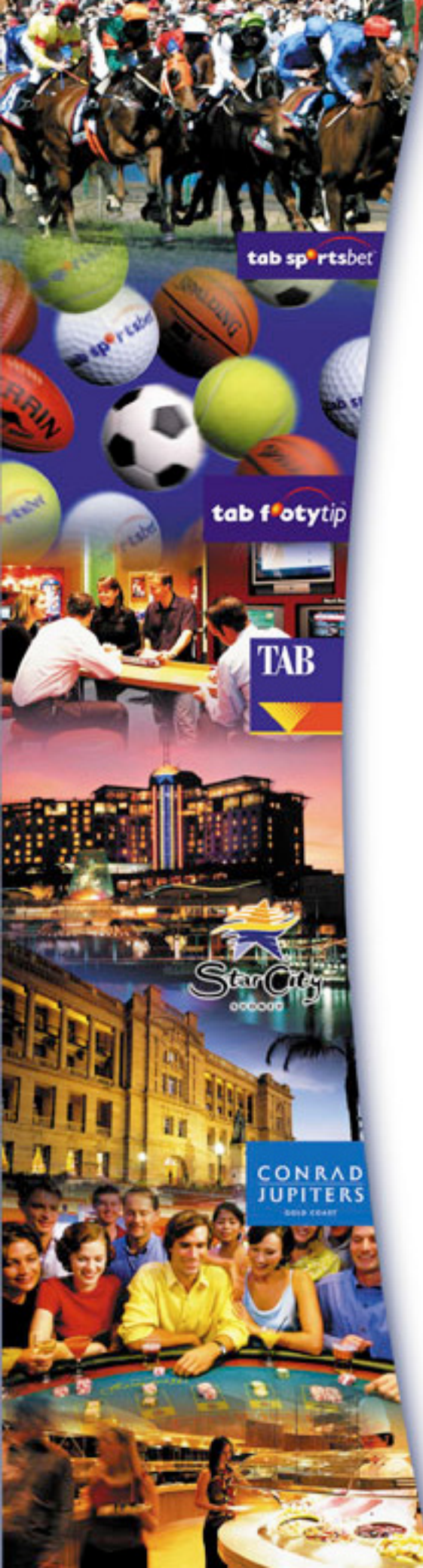


ACCEPT

Offer to acquire all of
your shares in Tab Limited

If you have any questions in relation to the Offer,
please call the TABCORP Offer information line
Within Australia: 1800 010 202

This is an important document and requires your immediate attention
If you are in doubt as to how to act, you should consult
your financial or legal adviser immediately



HOW DO I ACCEPT THE OFFER?

You may only accept the Offer for all of your Tab Shares. Acceptances must be received before the end of the Offer Period.

For issuer sponsored holdings of Tab Shares (Securityholder Reference Number beginning with 'I')

To accept the Offer, complete the enclosed blue Acceptance Form in accordance with the instructions on it and return it in the enclosed envelope or to an address on the Acceptance Form.

For CHESSE Holdings of Tab Shares (Holder Identification Number beginning with 'X')

To accept the Offer, either contact your Controlling Participant and instruct them to accept the Offer on your behalf, or complete the enclosed pink Acceptance Form in accordance with the instructions on it and return it in the enclosed envelope or to an address on the Acceptance Form.

TABCORP OFFER INFORMATION LINE

If you have any questions in relation to the Offer, please call the TABCORP Offer information line on the following numbers:

Within Australia:
1800 010 202 (toll-free)
Outside Australia:
+61 2 9240 7442

Please note that, as required by the Corporations Act, calls to these numbers will be recorded.

IMPORTANT DATES

Bidder's Statement lodged with ASIC
2 April 2004

Date of the Offer
21 April 2004

Offer scheduled to close (unless extended)
7.00 pm (Sydney time) on 25 May 2004

Note: The closing date for the Offer may change as permitted by the Corporations Act.

SHARE SALE FACILITY

You have the option of selling, without paying brokerage, the TABCORP Shares to which you are entitled as a result of accepting the Offer (up to a maximum of 200 TABCORP Shares) under a Share Sale Facility if your registered address is in Australia and you do not hold your Tab Shares on behalf of any person resident or located in the United States of America.

If you want to take advantage of this facility and are eligible to do so, mark the relevant box on the enclosed Acceptance Form, instruct your Controlling Participant to make an election for you, or call the Registrar on 1300 665 661 to receive the relevant forms. TABCORP will pay the brokerage costs associated with the Share Sale Facility. For further information, see section 11.

IMPORTANT INFORMATION

BIDDER'S STATEMENT

This Bidder's Statement is given by TABCORP Investments No.4 Pty Ltd (ABN 74 108 197 084), a wholly-owned subsidiary of TABCORP Holdings Limited (ABN 66 063 780 709), to Tab Limited (ABN 17 081 765 308) under Part 6.5 of the Corporations Act and relates to the Offer. You should read this Bidder's Statement in its entirety. This Bidder's Statement is dated 2 April 2004 and includes an Offer dated 21 April 2004 in section 10.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

A copy of this Bidder's Statement was lodged with ASIC on 2 April 2004. Neither ASIC nor any of its officers take any responsibility for the contents of this Bidder's Statement.

NOTICES IN RELATION TO JURISDICTIONS OTHER THAN AUSTRALIA (INCLUDING THE UNITED STATES OF AMERICA)

As a result of section 10.6(g), this Bidder's Statement does not constitute an offer to sell, nor the solicitation of an offer to buy, any TABCORP Shares in any jurisdiction other than Australia, the United States of America or New Zealand, unless Bidder determines to the contrary.

Investors resident in places other than Australia should note that the Offer is being proposed and will be conducted in accordance with the laws in force in Australia and with the ASX Listing Rules. The disclosure requirements in relation to the Offer applicable in Australia will differ from those applying in other jurisdictions (including the United States). The financial statements included in this Bidder's Statement have been prepared in accordance with generally accepted accounting principles in Australia that will differ from those in other jurisdictions (including the United States). Because substantially all of the directors and assets of TABCORP and Bidder are located in Australia, investors resident in places other than Australia may have difficulties in enforcing their rights and any claims they may have arising under the laws of the jurisdiction in which they are resident (including, for United States investors, the United States federal securities laws) against TABCORP or Bidder and their respective officers and directors. It may be difficult to compel TABCORP, Bidder and their respective affiliates to subject themselves to a judgment of a court outside Australia.

The TABCORP Shares to be issued pursuant to the Offer have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the *Securities Act*) or the securities laws of any United States state or other jurisdiction and therefore may not be offered or sold to persons resident in or located in the United States without registration or an applicable exemption from the registration requirements of the Securities Act. Persons in the United States should be able to participate in the Offer (although not the Share Sale Facility) since TABCORP intends to rely on the exemption from registration afforded by Rule 802 under the Securities Act.

This Bidder's Statement has been furnished to the United States Securities and Exchange Commission but has not been reviewed by it. This Bidder's Statement has not been filed with or reviewed by any other state securities commission or United States regulatory authority and none of the foregoing authorities have passed upon or endorsed the merits of the Offer or the accuracy, adequacy or completeness of this Bidder's Statement. Any representation to the contrary is a criminal offence.

In making the Offer (but not the Share Sale Facility) available to persons in New Zealand, Bidder is relying on an exemption contained in the New Zealand Securities Act (Overseas Companies) Exemption Notice 2002 in relation to prospectus and investment statement requirements in New Zealand.

DISCLOSURE REGARDING FORWARD LOOKING STATEMENTS

This Bidder's Statement contains certain forward looking statements which have not been based solely on historical facts, but are rather based on Bidder's and TABCORP's current expectations about future events and results. These forward looking statements are, however, subject to risks, uncertainties and assumptions which could cause actual events or results to differ materially from the expectations described in such forward looking statements. These factors include, amongst other things, the risks identified in section 8, as well as other matters not yet known to Bidder or TABCORP or not currently considered material by Bidder or TABCORP.

INVESTMENT DECISIONS

This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. You may wish to seek independent financial and taxation advice before deciding whether or not to accept the Offer.

IMPLIED VALUE

As you are being offered TABCORP Shares as part of the consideration for your Tab Shares, the implied value to you of the Offer may vary with the market price of TABCORP Shares. In addition, all references to the implied value of TABCORP's Offer in this Bidder's Statement are subject to the effects of rounding. Further information concerning the implied value of the Offer is contained in this Bidder's Statement. You should also refer to section 8.6(b).

DEFINED TERMS AND INTERPRETATION

A number of defined terms are used in this Bidder's Statement. These terms are explained in section 12 along with certain rules of interpretation which apply to this Bidder's Statement.

TABCORP Holdings Limited
ABN 66 063 780 709

2 April 2004

Dear Tab Shareholder,

On 23 February 2004, TABCORP announced an Offer to acquire all of your Tab Shares.

The Offer is \$2.00 cash plus between 0.20 and 0.22 TABCORP Shares for each Tab Share. The actual number of TABCORP Shares which you will receive if you accept the Offer (and it becomes unconditional) will depend on TABCORP's share price over a specified pricing period of 10 Trading Days.

The Offer provides significant benefits for Tab Shareholders.

- **You will receive a significant premium for your Tab Shares**

The implied value for each of your Tab Shares under the Offer is \$4.50, assuming a TABCORP Share price between \$11.36 and \$12.50 and subject to the effects of rounding. (As at 1 April 2004 (being the last trading day before the date of this Bidder's Statement), the closing price of TABCORP Shares on ASX was \$12.29.) This implied value represents:

- a 33.9% premium to the Tab Share price on 15 October 2003, the day prior to Tab's announcement of merger discussions with UNiTAB; and
- a 28.2% premium to the Tab Share price on 4 November 2003, the day prior to the announcement of TABCORP's initial merger proposal in relation to Tab.

- **You have the opportunity to become a shareholder in TABCORP, which is the parent of Australia's premier diversified gambling and entertainment group**

If you accept the Offer and it becomes unconditional, you will benefit from:

- a shareholding in TABCORP, with annual revenues in excess of \$3.4 billion and (assuming all of the Tab Shares are acquired under the Offer) a market capitalisation of approximately \$6 billion;
- the potential for enhanced earnings and dividends as a TABCORP shareholder; and
- reduced risk due to greater business and geographic diversification.

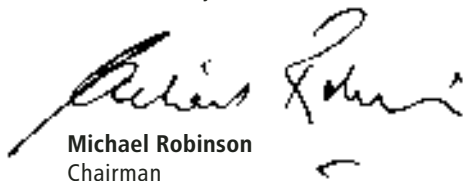
In addition, TABCORP has signed a legally binding agreement with NSW Racing which sets out the key principles of the relationship between NSW Racing, TABCORP and Tab in the event that TABCORP acquires Tab. TABCORP's agreement provides the basis for it to ultimately satisfy proposed legislative requirements in New South Wales relevant to the acquisition of Tab. Those proposed legislative requirements must be complied with by any successful bidder for Tab.

I urge you to accept the Offer as soon as possible. To accept the Offer, you should follow the instructions on the enclosed Acceptance Form.

If you have any questions in relation to the Offer, please contact the TABCORP Offer information line on 1800 010 202 (toll-free from within Australia) or +61 2 9240 7442 (from outside Australia).

I look forward to welcoming you as a shareholder in TABCORP.

Yours sincerely,



Michael Robinson
Chairman

TABCORP's Offer is Superior to UNiTAB's offer

	TABCORP's Offer	UNiTAB's offer
1 Implied value per Tab Share	\$4.50	\$4.42
2 Premium to Tab Share price	33.9%	31.5%
3 Amount of cash per Tab Share	\$2.00	\$1.36
4 Certainty of value	More	Less
5 Agreement with NSW Racing and recognition from the New South Wales government	Yes	No
6 Pro-forma uplift in earnings per share	+55%	+25%
7 Pro-forma uplift in dividends per share	+54%	?
8 Credit rating	Investment grade BBB+	Unrated
9 Share sale facility	Yes	No

Notes:

- The implied value of TABCORP's Offer is \$4.50 per Tab Share as long as the TABCORP Share price is between \$11.36 and \$12.50 (subject to the effects of rounding (see section 10.1(c))). The implied value of UNiTAB's offer will vary if the UNiTAB share price changes. The implied value of UNiTAB's offer set out above is based on the volume weighted average share price of UNiTAB shares of \$6.50 on ASX between (and including) 10 December 2004 (being the date UNiTAB made its profit upgrade announcement) and 18 December 2003 (being the last Trading Day before UNiTAB announced the UNiTAB offer) as disclosed in UNiTAB's bidder's statement. In relation to the impact of any acquisition by UNiTAB of Tab on the UNiTAB share price, see page 6 of this Bidder's Statement under the heading 'TABCORP's offer provides greater certainty of value to Tab Shareholders'.
- This is based on the implied value referred to in note 1 and on a Tab Share price of \$3.36 (being the closing price on ASX on 15 October 2003, which was the day prior to the announcement of the proposed merger between Tab and UNiTAB).
- The cash component of UNiTAB's offer is \$1.36 per Tab Share after taking into account the amount of Tab's fully franked interim dividend of 9 cents per Tab Share which was paid on 23 February 2004.
- The implied value of TABCORP's Offer is \$4.50 per Tab Share assuming a TABCORP Share price of between \$11.36 and \$12.50 (subject to the effects of rounding (see section 10.1(c))). If the TABCORP Share price is outside this range the implied value of TABCORP's Offer will vary. The implied value of UNiTAB's offer will vary if the UNiTAB share price changes.
- As discussed in sections 8.6(n), 9.6 and 9.7, TABCORP has entered into the Racing Heads of Agreement with NSW Racing which provides the basis for TABCORP to ultimately satisfy proposed legislative requirements in New South Wales relevant to the acquisition of Tab. Those proposed legislative requirements provide that a company must be nominated as the 'Nominated Company' before acquiring control of Tab and that the Nominated Company (or its parent company) must, amongst other things, have in place arrangements with NSW Racing which NSW Racing considers are necessary to ensure that it is in no less favourable a position after the change of control than under current arrangements with Tab. The New South Wales government has indicated that it is satisfied that the Racing Heads of Agreement is capable of satisfying this latter requirement. At the date of this Bidder's Statement, UNiTAB has not entered into any arrangements with NSW Racing relevant to this latter requirement. However, the New South Wales government has commissioned an independent review of UNiTAB's 'last and final' proposal to NSW Racing (which was rejected by NSW Racing).

It is possible that the outcome of that review may impact on the circumstances that must exist in order for a company to become the 'Nominated Company'. The New South Wales government has indicated that it is possible for it to nominate a bidder for Tab as the 'Nominated Company' in the absence of the bidder having in place an arrangement with NSW Racing, but it would only do so in limited circumstances. At the date of this Bidder's Statement neither Bidder nor TABCORP is aware of any indication that those limited circumstances will apply.

- The illustrative pro-forma uplift in earnings per share for Tab Shareholders who accept TABCORP's Offer and reinvest all proceeds into TABCORP Shares at \$11.85 per TABCORP Share (assuming that no tax is payable on the sale of Tab Shares and that no brokerage costs apply) is based on the pro-forma information presented in section 5 of this Bidder's Statement (see sections 5.3 to 5.5 and 8 for the relevant assumptions, qualifications and risks). \$11.85 was the closing price of TABCORP Shares on ASX on 20 February 2004 (the last Trading Day before TABCORP announced the TABCORP Offer). The pro-forma uplift in earnings per share for Tab Shareholders who accept UNiTAB's offer and reinvest all proceeds into UNiTAB shares at \$6.50 per UNiTAB share is as disclosed in UNiTAB's bidder's statement dated 22 January 2004.
- The illustrative pro-forma uplift in dividends per share for Tab Shareholders who accept TABCORP's Offer and reinvest all proceeds into TABCORP Shares at \$11.85 per TABCORP Share (assuming that no tax is payable on the sale of Tab Shares and that no brokerage costs apply) assumes that they received the benefit of dividends paid or to be paid by TABCORP in respect of the six months ended 30 June 2003 and the six months ended 31 December 2003 (being the dividends paid or to be paid in the year ending 30 June 2004) and that all Tab Shares are acquired under the Offer (see also the assumptions referred to in relation to Figure 4 in the section headed 'Nine Good Reasons Why You Should Accept TABCORP's Offer'). \$11.85 was the closing price of TABCORP Shares on ASX on 20 February 2004 (the last Trading Day before TABCORP announced the TABCORP Offer). UNiTAB's bidder's statement does not illustrate the dividend per share uplift for a Tab Shareholder under UNiTAB's offer.
- Standard & Poor's has confirmed that TABCORP will retain its current BBB+ credit rating (with a negative outlook) in the event that TABCORP is successful in acquiring more than 50.0% of the Tab Shares on the terms of the Offer.
- Eligible Tab Shareholders can sell the TABCORP Shares to which they are entitled as a result of acceptance of the Offer (up to a maximum of 200 TABCORP Shares) under the Share Sale Facility without incurring brokerage costs. The Share Sale Facility is not part of the Offer, but is being made available in connection with it.