

Summary of the Offer

The following is a summary only of the Offer and is qualified by the detailed information contained in the rest of this Bidder's Statement. You should read this Bidder's Statement in full before deciding how to deal with your Tab Shares.

The terms of the Offer are contained in section 10.

What is the Offer?

You are being offered a combination of cash and TABCORP Shares for your Tab Shares on the terms and conditions set out in section 10. The Offer is for all of your Tab Shares. The Offer is **\$2.00 cash** and **between 0.20 and 0.22 TABCORP Shares** for each of your Tab Shares.

The number of TABCORP Shares that you will receive if you accept the Offer will depend on the TABCORP VWAP (see section 10.1(b)), which will be determined over a 10 Trading Day period after the Offer becomes, or is declared, free of the conditions set out in section 10.7.

You will receive the maximum number of 0.22 TABCORP Shares per Tab Share if the TABCORP VWAP is \$11.36 or less. You will receive the minimum number of 0.20 TABCORP Shares per Tab Share if the TABCORP VWAP is \$12.50 or more. If the TABCORP VWAP is between \$11.36 and \$12.50, the number of TABCORP Shares which you will receive per Tab Share will be equal to \$2.50 divided by the TABCORP VWAP. Your entitlement to TABCORP Shares will be subject to the effects of rounding (see section 10.1(c)).

As an example, if you own 257 Tab Shares and you accept the Offer, you will receive 54 TABCORP Shares and \$514.00 cash (assuming a TABCORP VWAP of \$11.85 and that the Offer becomes, or is declared, unconditional).

If you are a Foreign Shareholder you will not receive TABCORP Shares (see sections 9.13 and 10.6(g)). Persons resident in Australia, the United States of America and New Zealand are not Foreign Shareholders.

What is the implied value of the Offer?

The implied value of the Offer is \$4.50 per Tab Share, assuming a TABCORP Share price of between \$11.36 and \$12.50 and subject to the effects of rounding (see section 10.1(c)). 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.

When does the Offer close?

The Offer is scheduled to close at 7.00 pm (Sydney time) on 25 May 2004. You should note that the Offer Period can be extended as permitted by the Corporations Act.



When will I be paid?	If you accept the Offer in accordance with the instructions contained in the Offer and the Acceptance Form, you will be sent payment within one month after the later of the date you accept and the date the Offer becomes, or is declared, free of the conditions set out in section 10.7. In any event, assuming the conditions of the Offer are satisfied or waived, you will be sent payment within 21 days after the Offer closes.
What will the tax consequences be?	Section 7 describes the major tax implications for Tab Shareholders who accept the Offer and are resident in Australia. Amongst other things, section 7 discusses the CGT rollover relief that Australian resident Tab Shareholders may be eligible for if more than 80% of the Tab Shares are acquired under the Offer (although the Offer is not conditional on this occurring). If available, such relief will only apply to the aspect of the consideration that comprises TABCORP Shares. It will not apply to the cash component of the consideration.
Do I pay brokerage or stamp duty if I accept?	You will not pay brokerage or stamp duty on the disposal of your Tab Shares if you accept the Offer. If you are a Foreign Shareholder, brokerage will be payable in respect of the TABCORP Shares sold under the nominee facility (see sections 9.13 and 10.6(g)).
Conditions of the Offer	<p>The Offer is subject to the defeating conditions which are set out in full in section 10.7. In summary, those conditions include requirements that:</p> <ul style="list-style-type: none">• the Offer results in Bidder having relevant interests in more than 50% of the Tab Shares;• certain regulatory actions take place, including the commencement of, and the nomination of Bidder by the New South Wales government under, legislation in New South Wales relating to Tab and the receipt of NSW Racing's approval of certain arrangements as contemplated by that legislation;• certain regulatory actions are not taken to restrain, prohibit or impede the Offer;• no material adverse change occurs in relation to Tab during the Offer Period; and• the conditions precedent to the drawdown of funds under Bidder's Loan Facility (which will be used to fund the cash component of the Offer) are satisfied or waived.



Summary of the Offer (cont'd)

Conditions of the Offer (cont'd)

The status of each of the defeating conditions as at the date of this Bidder's Statement is discussed in sections 9.4 to 9.8. In particular, as discussed above and 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. The New South Wales government has also indicated that the Racing Heads of Agreement is capable of satisfying the legislative aspect of the second condition. In contrast, UNiTAB has no agreement with NSW Racing, and NSW Racing has indicated that UNiTAB's 'last and final' proposal to it would leave NSW Racing in a less favourable position if UNiTAB acquired control of Tab. On this basis, TABCORP and Bidder believe that Bidder will be nominated as the 'Nominated Company' under the relevant New South Wales legislation if it receives acceptances for more than 50% (and up to 100%) of the Tab Shares.

The Offer is also subject to a statutory condition required by the Corporations Act (see section 10.3(c)).

If the conditions are not satisfied or waived then the Offer will not proceed.

How do I accept the Offer?

See the section on the inside front cover of this Bidder's Statement, as well as the instructions on the enclosed Acceptance Form.

I have already accepted UNiTAB's offer. Can I change my mind and accept TABCORP's Offer?

If you have accepted UNiTAB's offer for your Tab Shares but now wish to accept TABCORP's Offer, you must first withdraw your acceptance of UNiTAB's offer.

Under the terms of UNiTAB's offer, Tab Shareholders are able to withdraw their acceptance of UNiTAB's offer at any time prior to the satisfaction of the condition of UNiTAB's offer that the Totalizator Amendment Act is proclaimed and the NSW Racing Minister gazettes UNiTAB as the Nominated Company. As at the date of this Bidder's Statement, that condition had not been satisfied.



I have already accepted UNiTAB's offer. Can I change my mind and accept TABCORP's Offer? (cont'd)

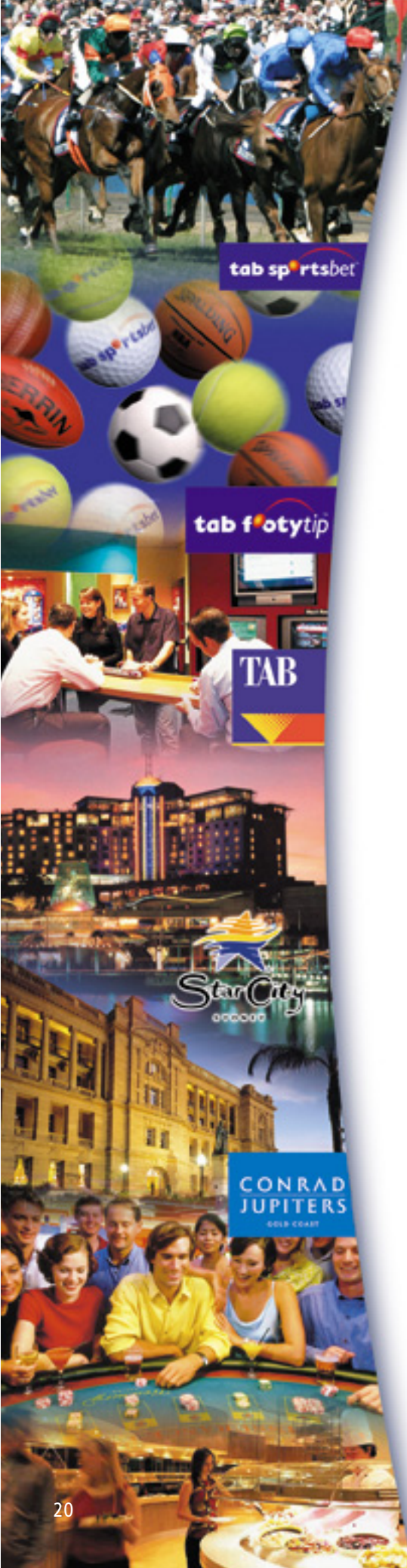
Other circumstances may also arise in which you will be able to withdraw an acceptance of UNiTAB's offer.

The manner in which you can withdraw your acceptance of UNiTAB's offer will depend on whether your Tab Shares are held in a CHESS Holding or on Tab's issuer sponsored subregister. For further details, see section 9.9 of this Bidder's Statement.

Further information

If you have any questions in relation to the Offer or how to accept it, or if you have lost your Acceptance Form and require a replacement, please call the TABCORP Offer information line on 1800 010 202 (toll-free within Australia) or +61 2 9240 7442 (from outside Australia).

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



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