

Corporate governance

Tabcorp again received the highest rating for corporate governance out of all global gambling companies in the 2011 Dow Jones Sustainability Index assessment.

Tabcorp also received the highest possible rating for corporate governance in the 2012 FTSE4Good ESG (Environmental, Social and Governance) Ratings.

1. Tabcorp's approach to corporate governance

Tabcorp's Board of Directors and management strongly support the principles of good corporate governance, and are committed to building on the Group's strong reputation for integrity. This is particularly important given the highly regulated industry in which the Tabcorp Group operates, and is essential for increasing our opportunities to win and retain gambling licences, and for the long term sustainability of our businesses.

This corporate governance statement outlines the Tabcorp Group's main corporate governance practices and policies in place during the financial year and at the date of this report. The Group's corporate governance practices are reviewed regularly and will continue to be developed and refined to meet the needs of the Group and taking account of best practice. Since the start of the 2012 financial year, the Group's corporate governance practices were enhanced through the adoption of a Diversity Policy (refer section 18), a policy limiting the number of other directorships that Non Executive Directors may hold (refer section 6), revision of the Employee Gambling Policy (refer section 17), and the launch of a new Sustainability section on Tabcorp's website (refer section 27).

In developing the appropriate corporate governance practices, the Group takes into account all applicable legislation and recognised standards, which include, but are not limited to:

- *Corporations Act 2001 (Cth) (Corporations Act);*
 - *Australian Securities Exchange (ASX) Listing Rules;*
 - State legislation governing the licences issued to the Tabcorp Group to conduct gambling and related activities; and
 - *Australian Standard AS 8000 – Good Governance Principles.*
-  This corporate governance statement and other related information is available from the corporate governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

2. ASX Corporate Governance Principles

The Tabcorp Group adopts the "*Corporate Governance Principles and Recommendations, 2nd edition*" which was published by the ASX Corporate Governance Council (ASX CGC) in August 2007 and as amended. The Group complies with these principles and recommendations and has processes in place to maintain ongoing compliance. Statements in this corporate governance section have been referenced to the applicable ASX CGC Recommendation and are indicated by the symbol .

 The ASX CGC "*Corporate Governance Principles and Recommendations, 2nd edition*" are available from the ASX website at www.asxgroup.com.au/corporate-governance-council.htm.

3. Composition of the Board

At the date of this report, the Tabcorp Board consisted of six Non Executive Directors, including the Chairman, and the Managing Director and Chief Executive Officer. Tabcorp's Constitution requires that the number of Directors (not including alternate Directors) shall not exceed twelve, nor be less than three. A Director, other than any Managing Director, may not hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's last election or re-election to the Board, whichever is the longer, without submitting for re-election. The Board has the power to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, subject to receiving all necessary regulatory and Government Ministerial approvals, but that person must stand for election at the following annual general meeting.

The appointment and removal of the Managing Director and Chief Executive Officer is a matter for the Board as a whole, in association with the recommendations of the Nomination Committee.

As set out in section 10, the Nomination Committee assists the Board with the recruitment of new Directors, election or re-election of Directors, membership of each Board Committee and Board succession. In carrying out these responsibilities, the Board considers the knowledge, skills, experience, competencies, diversity, qualifications, behaviours, specific areas of expertise and personal characteristics that are desirable for Directors of Tabcorp. The Board believes it has the appropriate mix of these attributes amongst its Directors to enable the Board to operate effectively.

The appointment of Steven Gregg as an additional Non Executive Director during the financial year was facilitated through a formal recruitment process undertaken by the Board. The Board established selection criteria, having regard to the mix of attributes required on the Board and those of existing Directors. An independent executive search firm was engaged by the Board to assist with the process. The Chairman held an initial meeting with Mr Gregg, and each Director had the opportunity to meet with Mr Gregg prior to the Board decision.

Details of the Directors, their qualifications and experience are included on pages 12 and 13.

 Tabcorp's Constitution is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

 The terms of reference for each of the Board Committees are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

 ASX CGC's Recommendations 1.1, 2.1, 2.2, 2.3, 2.4, 2.6, 4.2, 4.4

4. Responsibilities and functions of the Board and management

The Board has agreed the responsibilities and functions of the Board as a whole, and those of Directors, the Chairman and the Managing Director and Chief Executive Officer.

The Board's role includes:

- Reviewing and approving the strategies, budgets and business plans prepared by management;
- Assuring itself of the effectiveness of arrangements for the governance of the Tabcorp Group including:
 - The quality of the executive team;
 - The appropriateness of organisational arrangements and structure; and
 - The adequacy of internal controls, policies, procedures and processes;
- Overseeing performance against targets and objectives; and
- Overseeing reporting to shareholders and other stakeholders on the strategic direction, governance and performance of the Tabcorp Group.

To assist the Board with carrying out its responsibilities and functions, certain powers have been delegated to management, including the authority to undertake transactions and incur expenditure on behalf of the Tabcorp Group up to specified thresholds. These are referred to in Tabcorp's Delegated Authorities and Approval Limits ('DAAL') Group Policy, which has been agreed by the Board and management. The policy includes the financial and non-financial matters that the Board has delegated to management, the capital and operational expenditure approval limits applicable to each level of management, and specific key responsibilities within each division of the Tabcorp Group.

Management provides relevant information to the Board in a concise and timely manner to enable the Board to make informed decisions and effectively discharge their duties. The Board regularly monitors the flow of information it receives from management, and Directors may request additional information where necessary.

🔗 A summary of the responsibilities and functions of the Board, Directors, the Chairman and Managing Director and Chief Executive Officer matters are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

- ☑ ASX CGC's Recommendation 1.1, 2.3

5. Director independence

Directors are required to be meticulous in their disclosure of any material contract or relationship, including relevant interests of family companies and spouses and involvement with other companies or professional firms. Directors are required to adhere strictly to the constraints on their participation and voting in relation to matters in which they may have an interest, in accordance with the Corporations Act and policies of the Tabcorp Group.

A register of Directors' material interests is maintained and is regularly sent to every Director. Where Directors are involved with other companies or professional firms, which from time to time have dealings with the Tabcorp Group, all such dealings are at arms length and on normal commercial terms.

Details of offices held by Directors with other organisations are set out on pages 12, 13 and 27.

The Board periodically assesses the independence of each Director. For this purpose, an independent Director is a Non Executive Director whom the Board considers to be independent of management and free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment.

All of the Non Executive Directors of Tabcorp throughout the financial year and at the date of this report, with the exception of Elmer Funke Kupper, have been determined by the Board to be independent Directors. In reaching that determination, the Board has taken into account (in addition to the matters set out above):

- The specific disclosures made by each Director as referred to above;
- That no Director is, or is associated directly with, a substantial shareholder of Tabcorp;
- That no Director has ever been employed in the last three years in any other capacity by Tabcorp or any of its subsidiaries;
- That no Director personally carries on any role for the Tabcorp Group other than as a Director of Tabcorp;
- There are no related party dealings referable to a Director which are material and require disclosure under accounting standards; and
- That no Director is, or is associated with, a supplier, professional adviser, consultant to or customer of the Tabcorp Group which is material for the purposes of the ASX CGC corporate governance recommendations, given that any fees paid by Tabcorp to any such associate were less than 1% of annual earnings for both Tabcorp and the respective associate, and that any remuneration received by a Director from any such associate was not impacted in any way by the fees paid by Tabcorp except as follows;

Paula Dwyer is considered by the Board as independent despite fees of \$42,856 paid by Tabcorp to Back Page Lead Pty Ltd (BackPageLead) of which Ms Dwyer's

Corporate governance (continued)

spouse is a director and has an ownership interest. The fees exceeded 1% of annual earnings for BackPageLead during the year, however any related income received by her spouse from BackPageLead as a consequence of the fees was not material to either Ms Dwyer or her spouse. Further, all arrangements between Tabcorp and BackPageLead were at arms length and on normal commercial terms, and Ms Dwyer did not participate in any decisions in respect of these arrangements. The Board is satisfied that these circumstances did not affect the independence of Paula Dwyer.

Steven Gregg is considered by the Board as independent despite fees of \$166,000 paid by Tabcorp to William Inglis & Son Limited (William Inglis) of which Mr Gregg is a director. The fees exceeded 1% of annual earnings for William Inglis during the year, however all arrangements between Tabcorp and William Inglis were at arms length and on normal commercial terms and Mr Gregg did not participate in any decisions in respect of these arrangements. The Board is satisfied that these circumstances did not affect the independence of Steven Gregg.

Justin Milne is considered by the Board as independent despite fees of \$85,020 paid by Tabcorp to PieNetworks Limited (PieNetworks) of which Mr Milne was a director. The fees exceeded 1% of annual earnings for PieNetworks during the year, however all arrangements between Tabcorp and PieNetworks were at arms length and on normal commercial terms and Mr Milne did not participate in any decisions in respect of these arrangements. The Board is satisfied that these circumstances did not affect the independence of Justin Milne.

Elmer Funke Kupper returned to the Board of Tabcorp as an observer in January 2012 and commenced as a Non Executive Director in June 2012 following the receipt of all necessary regulatory approvals, having ceased as Tabcorp's Managing Director and Chief Executive Officer on 8 June 2011 in connection with the Demerger. The Board considers that Mr Funke Kupper's experience, knowledge of the market and relationships with industry partners will add considerable value to Board deliberations.

Tabcorp does not consider that term of service on the Board should be considered as a factor affecting a Director's independence and the ability to act in the best interests of the Tabcorp Group.

The Board also has procedures in place to ensure it operates independently of management. For example, at every Board meeting, the Non Executive Directors meet together in the absence of executive Directors and other executives of the Tabcorp Group. Where appropriate, executives are also excluded from Board discussions that relate to specific management issues, such as executive remuneration.

☑ ASX CGC's Recommendations 2.1, 2.2, 2.3, 2.6

6. Other directorships

Directors are required continually to evaluate the number of Boards on which they serve to ensure that they can give the time and attention required to fulfil their duties and responsibilities. Directors are required to seek approval from the Chairman prior to accepting an invitation to become a Director of any corporation, and in the case of the Chairman, seek approval from the Chairman of the Audit, Risk and Compliance Committee.

The Board has adopted a policy that Non Executive Directors are permitted to hold a maximum number of four directorships of ASX listed companies, other than Tabcorp, with a chairmanship equivalent to two directorships, subject to the discretion of the Chairman (or in the case of the Chairman, the Chairman of the Audit, Risk and Compliance Committee),

Details of the directorships for each Director are available on pages 12, 13 and 27.

☑ ASX CGC's Recommendations 2.1, 2.2, 2.4, 2.5

7. Board and Committee meetings

The Board and its Committees meet regularly to discuss matters relevant to the Tabcorp Group. Additional meetings may be scheduled to address specific matters.

Any Director with a material personal interest in a matter being considered by the Board must not be present when the matter is being considered and may not vote on the matter, unless all other Directors present resolve otherwise.

The Company Secretary is responsible for coordinating and distributing materials for Board meetings, shareholder meetings and Board Committee meetings. The appointment and removal of the Company Secretary is a matter for discussion by the Board as a whole, and all Directors have access to the Company Secretary.

Directors are required to attend all Board meetings, shareholder meetings and Board Committee meetings for which they are members, subject to any unusual or unforeseen circumstances which may prevent them from attending.

The number of Board and Committee meetings and the attendance of each Director are set out on page 32.

☑ ASX CGC's Recommendations 2.5, 2.6, 4.4, 8.1, 8.3

8. Committees of the Board

To assist the Board in achieving the highest standards of corporate governance, the Directors involve themselves with the critical areas of the Group's activities through Board Committees.

The Board Committees as at the date of this report were:

- Audit, Risk and Compliance (see section 9);
- Remuneration (see section 10); and
- Nomination (see section 11).

Board Committee membership is restricted to Non Executive Directors only.

All Non Executive Directors are members of the Audit, Risk and Compliance Committee and the Nomination Committee, in addition to membership of other Board Committees as appointed. Tabcorp's Board Committee arrangements reflect similar board committee structures in other large Australian companies.

Each Board Committee has terms of reference which set out the roles, responsibilities, composition and processes of each Committee. These terms of reference are reviewed regularly.

 The terms of reference for Tabcorp Board Committees are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

- ☑ ASX CGC's Recommendations 1.1, 2.4, 4.1, 4.3, 8.1

9. Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee provides the Board with additional assurance and oversight relating to financial accounting practices, financial and operational risk management, compliance management, internal control systems, external reporting and the internal and external audit functions.

The key responsibilities of the Audit, Risk and Compliance Committee are as follows:

Audit:

- Oversee compliance with statutory responsibilities relating to financial disclosure, and approval of full year and half year financial statements as well as the financial statements in the annual report;

- Review the activities of the internal audit function and the external auditor (Ernst & Young) and review their performance on an annual basis;
- Review the adequacy of the Group's internal controls;
- Monitor related party transactions and potential conflicts of interest; and
- Review the process for management assurance to the Board (refer to section 14 of this corporate governance statement for more information)

Risk and Compliance:

- Reviewing and approving the Group's risk and compliance policies and frameworks;
- Assessing the appropriateness of risk and compliance management systems, related control processes, and reporting systems;
- Monitoring the effectiveness of systems and processes in place to ensure compliance requirements are being satisfied and performing adequately;
- Evaluating the effectiveness of the Group's systems and controls to monitor and manage risks that are significant to the fulfilment of the Group's business objectives; and
- Ensuring that sufficient resources are dedicated to managing risk and compliance.

The Chairman of the Audit, Risk and Compliance Committee is required to meet regularly with the external auditor in the absence of management. The Chairman of the Audit, Risk and Compliance Committee is also required to meet with Tabcorp's General Manager Audit, Risk and Compliance on a regular basis.

The annual internal audit plan and the scope of work to be performed is set in consultation with the Audit, Risk and Compliance Committee. The Committee approves the annual internal audit plan and reviews progress and reports made pursuant to that plan.

The Audit, Risk and Compliance Committee is committed to maintaining auditor independence and limiting the engagement of the external auditor for only audit related services, unless exceptional circumstances necessitate the involvement of the external auditor. The Chairman of the Audit, Risk and Compliance Committee must approve all non-audit related work to be undertaken by the external auditor (if any). Tabcorp will maintain the rotation of the lead external audit partner every five years or less, as required by the Corporations Act. The external auditor attends Tabcorp's annual general meeting and is available to answer shareholder questions regarding aspects of the external audit and their report.

Refer also to section 12 for internal control framework and section 13 for management of risk.

Corporate governance (continued)

Composition of the Audit, Risk and Compliance Committee

Chairman: Jane Hemstritch
Other Members: Paula Dwyer
Elmer Funke Kupper (from 25 June 2012)
Steven Gregg (from 18 July 2012)
Justin Milne (from 1 August 2011)
Zygmunt Switkowski

 The terms of reference for the Audit, Risk and Compliance Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 1.1, 2.5, 4.1, 4.2, 4.3, 4.4, 6.2, 7.1, 7.3

10. Remuneration Committee

The Remuneration Committee has responsibility for, among other things:

- Reviewing and making recommendations to the Board on remuneration packages and policies applicable to the Chairman, Directors, the Managing Director and Chief Executive Officer, and senior executives reporting to the Managing Director and Chief Executive Officer;
- Reviewing and making recommendations to the Board on the Tabcorp Group's general remuneration practices and policies, including terms and conditions of any employee share ownership and option schemes, incentive performance packages, superannuation entitlements, retirement and termination entitlements;
- Reviewing and approving participation of executives in incentive plans, including option and share plans;
- Reviewing and making recommendations to the Board regarding the Group's remuneration arrangements with respect to gender;
- Reviewing with reference to market benchmarks, the remuneration arrangements for the Managing Director and Chief Executive Officer and making recommendations to the Board; and
- Overseeing the preparation of the annual Remuneration Report.

Details relating to the remuneration of the Chairman, Directors, the Managing Director and Chief Executive Officer, the Company Secretary and other senior executives of the Tabcorp Group are set out in the Remuneration Report on pages 35 to 48.

Composition of the Remuneration Committee

Chairman: Zygmunt Switkowski
Other Members: Paula Dwyer
Steven Gregg (from 18 July 2012)

 The terms of reference for the Remuneration Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 1.1, 2.5, 8.1, 8.2, 8.3

11. Nomination Committee

The main responsibilities of the Nomination Committee are to:

- Manage a process to identify suitable candidates for appointment to the Board and Board Committees;
- Make recommendations to the Board regarding succession planning for the Board (refer to section 23 for further information);
- 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 at a general meeting;
- Annually review the skills, experience, expertise, diversity and attributes required of Directors to discharge the Board's duties and the extent to which they are represented in the composition of the Board and each Board Committee;
- Facilitate an independent three yearly assessment of the effectiveness and performance of the Board, Board Committees and Directors (refer to section 22 for further information); and
- Ensure that an effective Board induction process is in place (refer to section 24 for more information).

Composition of the Nomination Committee

Chairman: Paula Dwyer
Other Members: Jane Hemstritch
Elmer Funke Kupper (from 25 June 2012)
Steven Gregg (from 18 July 2012)
Justin Milne (from 1 August 2011)
Zygmunt Switkowski

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 1.1, 2.4, 2.5, 2.6

12. Internal control framework

The Board reviews and approves the internal control structure of the Tabcorp Group. This includes the role performed by the Group's internal audit, risk management and compliance functions.

Also, the Group's strategic plan (see section 27) and a detailed budget are prepared annually and subject to the approval of the Board.

Forecasts for the Tabcorp Group and each of the operating divisions are regularly updated and reported to the Board throughout the year to enable Directors to monitor performance against the annual budget.

The Tabcorp Group has detailed procedural guidelines for the approval of capital expenditure including annual budgeting, review and approval of individual proposals and specific levels of authority between the Board, the Managing Director and Chief Executive Officer and other levels of management.

Processes for the investment of surplus cash, management of debt and currency, and interest rate risk management have been approved by the Board and are the subject of ongoing reporting to the Board. Tabcorp enters into interest rate swaps and cross currency swaps to hedge interest rate and foreign exchange risk on debt. The Tabcorp Group Treasury department is responsible for managing the Tabcorp Group's finance facilities and interest rate, credit, liquidity and currency risks in line with policies set by the Board.

The Tabcorp Group's internal audit function is resourced by Tabcorp employees supplemented by relevant industry experts, and is independent of the external auditor. Internal audit reports are regularly submitted to the Chief Financial Officer, to the Audit, Risk and Compliance Committee and, where appropriate, to the Board. The Audit, Risk and Compliance Committee approves the internal audit plan annually.

The Tabcorp Compliance Policy and Framework was developed to align with:

- Australian Standard AS 3806 – Compliance Programs;
- Australian Standard AS 8000 – Good Governance Principles;
- Applicable legislation; and
- The Tabcorp Group's organisational structure and strategy.

The Tabcorp Group utilises an enterprise wide compliance system, which provides a consistent and uniform approach to collating and reporting relevant information from across all divisions. The system monitors whether practices and processes designed to ensure compliance have been operating effectively, increases the visibility of potential issues, and assists the processes for resolving issues.

 The standards AS 3806 – Compliance Programs and AS 8000 – Good Governance Principles are available from SAI Global's website at www.saiglobal.com.

ASX CGC's Recommendations 1.1, 3.1, 3.3, 7.1, 7.2, 7.3

13. Management of risk

The Tabcorp Group has in place a Risk Management Framework, policies and procedures, which set out the roles, responsibilities and guidelines for managing financial and operational risks associated with the Group's businesses.

During the financial year Tabcorp's Audit, Risk and Compliance department updated and monitored the risk profiles for each of the Group's operating businesses and all major projects. These profiles identify the:

- Nature and likelihood of occurrence for specific material risks;
- Key controls that are in place to mitigate and manage the risk;
- Sources and levels of assurance provided on the effective operation of key controls; and
- Responsibilities for managing these risks.

The risk profiles for each key operating division are reported to the Board Audit, Risk and Compliance Committee and are considered as part of the annual internal audit planning process. Risks identified within each business are captured on an on-line risk management system, which provides ongoing reporting and enhances the monitoring of the risk profiles throughout the year.

Corporate governance (continued)

Management Risk and Compliance Committees operate within each business to:

- Establish a platform to coordinate risk management and compliance across all parts of the business in an efficient, effective and consistent manner;
- Provide a stronger risk management and compliance focus through principled leadership;
- Monitor and report on risk management and compliance activities; and
- Transfer organisational learning.

The Tabcorp Group's Risk Management Framework is based on concepts and principles identified in the Australian/New Zealand Standard on Risk Management (AS/NZS ISO 31000:2009).

The risk framework, policies and procedures will continue to be enhanced as the Tabcorp Group's existing operations develop and its range of activities expands. The implementation of these policies and procedures is monitored and reviewed at least annually by the Board Audit, Risk and Compliance Committee.

 The terms of reference for the Audit, Risk and Compliance Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

 The standard AS/NZS ISO 31000:2009– Risk Management is available from SAI Global's website at www.saiglobal.com.

ASX CGC's Recommendations 7.1, 7.2, 7.3

14. Management assurance

At the Board meetings to approve the Tabcorp Group's annual and half yearly results, the Board received and considered statements in writing from the Managing Director and Chief Executive Officer and the Chief Financial Officer in relation to the Tabcorp Group's system of risk oversight and management and internal control.

The certificate of assurance stated that the financial statements had been prepared in conformity with generally accepted accounting principles and that they gave a true and fair view of the state of affairs of Tabcorp and of the Tabcorp Group.

The certificate of assurance also stated that the risk management and internal compliance and control systems were operating effectively, in all material respects, based on the AS/NZS ISO 31000:2009 – Risk Management standard adopted by the Tabcorp Group. The certificate of assurance also included statements that all information had been made available to the external auditor, and that there were not any irregularities or significant issues identified that would have a material impact on the Tabcorp Group.

 The standard AS/NZS ISO 31000:2009– Risk Management is available from SAI Global's website at www.saiglobal.com.

ASX CGC's Recommendations 1.1, 4.4, 7.2, 7.3, 7.4

15. Code of Conduct

The Tabcorp Group has a Group-wide Code of Conduct. Compliance with the Code of Conduct and associated policies, guidelines and procedures is a requirement for all employees, Directors and contractors of the Tabcorp Group. The Code is founded on the Tabcorp Group's values, and establishes the behaviour that is expected from all employees, Directors and contractors, including the maintenance of ethical standards, honesty, teamwork, fairness, courtesy and integrity.

The Code includes, among other things, references to specific Tabcorp Group policies regarding money laundering, corruption, bribery, bullying and harassment, equal opportunity in the workplace, insider trading, whistleblowing, conflicts of interest and restrictions on the use of the Group's gambling products.

The Code of Conduct and relevant policies are included in the Tabcorp Group's induction program, with annual refresher training and compliance awareness conducted across the Tabcorp Group.

In addition to adhering to the high ethical standards set by the Code of Conduct, Tabcorp's Directors and key personnel are also required to undergo extensive probity investigation and clearance by applicable gambling regulators and Government Ministers in Australia and overseas.

 Tabcorp's Code of Conduct is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendation 3.1, 3.3

16. Tabcorp Integrity Protection Service (TIPS)

TIPS is an independent, anonymous crime and misconduct reporting service delivered by Deloitte, an international consulting and forensic investigations specialist. It is one of Tabcorp's processes to prevent, detect, and respond to crime and misconduct.

TIPS is available 24 hours a day, 7 days a week to Tabcorp's people and stakeholders in Australia and overseas.

The program is managed by the Tabcorp Group's Compliance team and has accountability at the highest levels with the Chairman of the Board Audit, Risk and Compliance Committee able to access reports relating to all employees and review the action taken. TIPS was introduced to achieve Australian and international best practice, reflecting Tabcorp's commitment to integrity and befitting the responsibilities of a publicly listed company.

 Tabcorp's commitment to integrity and information regarding TIPS are available from the integrity section of Tabcorp's website at www.tabcorp.com.au/about_integrity.aspx.

 Further information on TIPS is available from its website at www.tips.deloitte.com.au.

ASX CGC's Recommendation 3.1, 3.3

17. Responsible Gambling

The Tabcorp Group takes a leadership position in the responsible delivery of its gambling products and support for customers.

The Tabcorp Group was one of the first Australian gambling companies to launch a voluntary Responsible Gambling Code of Practice in 2001. Tabcorp's Responsible Gambling Code of Practice set common standards for the responsible delivery of gambling products for all of the Group's gambling operations and venue facilities. Compliance with the Code was independently reviewed by KPMG each year.

Australian State governments regulate the gambling industry, and are increasingly moving towards mandated responsible gambling codes that have varying requirements. In light of this development, the Tabcorp Group decided in 2008 to gradually replace its Group-wide Code with a specific code for each of its businesses. The evolution from a Group-wide Code to individual codes has enabled the Tabcorp Group to maintain its compliance with the specific requirements of State governments. The codes are specific to each business and are therefore more responsive to individual gambler's circumstances. The Tabcorp Group will continue to refine its responsible gambling practices and its codes to strengthen its commitment to customer care.

The Tabcorp Group has an Employee Gambling Policy which was updated in July 2012. Directors, employees and contractors may not gamble whilst on duty, whether on Tabcorp's gambling products or those of another operator. Limited exemptions apply, which require written authorisation. Gambling off duty is subject to specific restrictions which apply to Directors, executives and direct reports to executives, and other groups according to the nature of their work.

Further details about the Tabcorp Group's commitment to responsible gambling are available on page 8 of this report and on Tabcorp's website.

 Tabcorp's Responsible Gambling Codes are available from the Responsible Gambling section of Tabcorp's website at www.tabcorp.com.au/responsible.aspx.

ASX CGC's Recommendations 3.1, 3.3

18. Diversity

Tabcorp has adopted a Diversity Policy in relation to diversity of the Board and senior management within the Tabcorp Group. The Board Nomination Committee is responsible for overseeing the policy, monitoring Tabcorp's diversity strategy and reviewing progress against measurable objectives established to achieve Tabcorp's diversity goals.

The Board has set an objective to have by 2015 at least 33% female representation in senior management roles, which comprises the Senior Executive Leadership team (Chief Executive Officer and direct reports) and the Senior Management Team (direct reports to the Senior Executive Leadership Team, and their direct reports).

As at 30 June 2012, the proportion of women employees across the Tabcorp Group was:

- 33% of the Board of Directors (following the commencement of Steven Gregg as a Director on 18 July 2012, the Board comprises 29% female Directors);
- 30% of the Senior Executive Leadership Team;
- 31% of the combined Senior Executive Leadership Team and Senior Management Team; and
- 49% of the entire Tabcorp Group.

 Tabcorp's Diversity Policy is available from the corporate governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 3.2, 3.3, 3.4, 3.5

19. Securities trading policy

Tabcorp has a policy regarding trading in Tabcorp securities which applies to all Directors, employees and contractors. This policy also extends to any person or entity, which may in the circumstances be reasonably associated with the Tabcorp Group or any Director, employee or contractor (for example a spouse, dependent children, family trust, family company or joint venture partner).

Directors, executives reporting directly to the Managing Director and Chief Executive Officer ("Executives"), all direct reports to those Executives ("Executive Direct Reports"), and their associates are not permitted to trade in Tabcorp's securities during Blackout Periods and subject to the processes set out in the policy.

The applicable Blackout Periods:

- commence on 1 January and end on the day Tabcorp announces its half year results (ASX Appendix 4D) inclusively;
- commence on 1 July and end on the day Tabcorp announces its preliminary final year results (ASX Appendix 4E) inclusively.

The Tabcorp Board, Chairman, Chief Executive Officer or Company Secretary may also decide other Blackout Periods at any time.

Approval for trading in a Blackout Period or within 12 months of acquisition will only be granted in exceptional circumstances and where the trade is the only reasonable course of action available. The nature of exceptional circumstances and the approval process to be followed are set out in the policy.

Directors are required to obtain written approval from the Chairman prior to a Director or an associate of a Director trading in Tabcorp securities. In the case of a proposed trade by the Chairman or their associate, approval is required from the Chairman of the Audit, Risk and Compliance Committee.

Corporate governance (continued)

If any Executive or Executive Direct Report or any associate of an Executive or Executive Director Report wishes to trade in Tabcorp's securities at any time, the Executive or Executive Direct Report must obtain the prior written approval of either the Company Secretary or the Managing Director and Chief Executive Officer.

The policy also contains restrictions on margin lending. Directors, Executives and Executive Direct Reports must receive prior consent from the Chairman (in the case of the Chairman, prior consent from the Chairman of the Audit, Risk and Compliance Committee) before entering into margin loans or similar financing arrangements.

The details of Tabcorp securities held by Directors are available in the Directors' Report on page 31.

 Tabcorp's Securities Trading Policy is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 3.2, 3.3

20. Continuous disclosure

The Tabcorp Group has a Disclosure and Investor Communications Policy and procedures are in place to ensure that information is reported to the ASX in accordance with the continuous disclosure requirements of its Listing Rules. The Board reviews Tabcorp's compliance with its continuous disclosure obligations at each of its meetings.

The Tabcorp Group's Executive General Manager – Corporate, Legal and Regulatory, in her capacity as Company Secretary, is responsible for coordinating disclosure of information to the ASX, the Australian Securities and Investments Commission and shareholders. The Company Secretary is referred to as the Disclosure Officer in this policy.

The Disclosure Officer must be kept informed by management of disclosure related issues, and each Executive Committee member must notify the Disclosure Officer immediately of any information that may require disclosure.

In addition to the Disclosure Officer, there are a limited number of authorised Tabcorp spokespersons. Only authorised Tabcorp spokespersons may speak on the Group's behalf to people such as analysts, brokers, journalists and shareholders, and comments must be limited to their expertise. If an employee of the Tabcorp Group is not an authorised Tabcorp spokesperson, and receives an inquiry about the Group from a journalist, analyst or other external party, they must refer the inquiry to an authorised Tabcorp spokesperson.

Authorised Tabcorp spokespersons liaise closely with the Disclosure Officer to ensure all proposed public comments are within the bounds of information that is already in the public domain, and/or is not material.

 Tabcorp's Disclosure and Investor Communications Policy is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 5.1, 5.2

21. Independent professional advice

An individual Director may, after discussion with the Chairman, and advising the Managing Director and Chief Executive Officer, obtain independent professional advice at the expense of the Tabcorp Group. Such advice is to be made available to all other Directors.

Board Committees and Committee members may also obtain independent professional advice, subject to the terms of reference for the applicable committee.

 The terms of reference for each Board Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendations 1.1, 2.1, 2.6, 8.1

22. Performance assessment

The Nomination Committee is responsible for facilitating an independent review of the performance and effectiveness of the Board, its Committees and Directors every three years. The next independent assessment is scheduled to commence in the first half of the 2012-2013 financial year. The previous independent assessment was undertaken during the 2008/9 financial year. The assessment process included surveys and interviews with current Directors and the Executive Committee. The results were benchmarked against those of other companies for comparative purposes. The Board reviewed the findings and recommendations contained in the report, and further enhancements were implemented.

Formal performance and development evaluations are conducted every six months for each employee, including executives and the Managing Director and Chief Executive Officer. Individual performance is assessed using a balanced scorecard setting out individual targets that are aligned to and are supportive of the Tabcorp Group's annual objectives. Refer to page 39 of the Remuneration Report for further information. Employees are also assessed on whether they have exhibited Tabcorp's five values of customer, performance, teamwork, innovation and integrity. Performance assessments for senior executives were undertaken in relation to the end of the financial year and half year in accordance with the process disclosed above.

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's recommendation 1.2, 2.4, 2.5, 2.6

23. Succession planning

The Tabcorp Group has a succession plan for members of its Board and senior management. This plan identifies the best candidates for leadership and management roles so that the Board and Executive Committee comprise high calibre people with the necessary and desirable experience and competencies that best meet the organisation's needs.

The Nomination Committee is responsible for making recommendations to the Board to facilitate the orderly succession of Board membership and to manage a process to identify suitable candidates for appointment to the Board and for the optimal composition of Board Committees.

Refer to section 3 for information regarding the attributes the Board considers when appointing new Directors and the process involved.

Directors regularly discuss succession matters at meetings of the Board and the Nomination Committee.

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendation 2.4, 2.6

24. Induction

The appointment of any new Director is subject to regulatory and Government Ministerial approvals. While these approvals are being sought, the person, with the approval of the regulators, may attend Board and Committee meetings as an observer. This assists their transition into their role, but they may not vote on any matter.

Each observer undertakes an induction program and is provided with access to Tabcorp's online Directors' Knowledge centre, the Tabcorp Group's strategic plan and other materials to assist them to participate fully and actively in all Board decision-making at the earliest opportunity. In addition, upon being invited to join the Tabcorp Board, every observer receives a letter of appointment setting out the key information and terms and conditions applicable to their appointment as a Director of Tabcorp.

The induction program aims to provide the observer with the relevant knowledge regarding the processes of the Tabcorp Board, Board culture, the role and responsibilities of a Tabcorp Director, the Tabcorp Group's strategic direction, the nature of the Group's businesses, industry matters, the Group's financial position, key senior management, operational and risk management practices and the major issues facing the Tabcorp Group. The induction program includes meetings with each Executive Committee member and their leadership team, site tours, and specific matters of interest to each observer.

The Board Nomination Committee is responsible for ensuring that an effective induction process is in place, and regularly reviews its effectiveness in accordance with industry best practice and including incorporation of feedback from newly appointed Directors.

Tabcorp has a formal induction program for all employees, including executives. This program is conducted by skilled trainers and provides information about the structure and operations of the Tabcorp Group, Tabcorp's Code of Conduct, key employee policies (such as the use of Tabcorp's gambling products, harassment and bullying), occupational health and safety, and equal opportunity. In addition, employees receive orientation regarding their specific responsibilities, duties and rights, meet with executives and team members and undergo familiarisation in their workplace.

Employees have agreed position descriptions and balance scorecards that set out their duties, responsibilities, objectives and key performance indicators. Letters of appointment or employment contracts set out other key terms of employment, including term of office, rights, responsibilities, and entitlements on termination of employment.

 The terms of reference for the Nomination Committee are available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

ASX CGC's Recommendation 1.1, 3.1, 3.3

25. Directors' continuing education

All Directors have access to continuing education to update and enhance their skills and knowledge to enable them to continue to carry out their duties as Directors in an efficient and knowledgeable manner.

The continuing education program includes information concerning key developments in the Tabcorp Group and the industry and environments within which it operates, including site visits to the Group's properties, updates to relevant policies, discussion of relevant legal developments, corporate governance updates and other matters of interest for Directors.

ASX CGC's Recommendation 1.1, 2.5

Corporate governance (continued)

26. Group strategic planning

Tabcorp has a formal strategic planning process whereby a strategic plan is approved by the Board each year. The intent of the annual review is to consider a range of strategies and provide management with guidance on those strategies that in the Board's opinion will enhance shareholder value.

- ☑ ASX CGC's Recommendation 1.1

27. Sustainability

Tabcorp is committed to the long term sustainability of its operations and aims to optimise the social, environmental, workplace and economic impact of its operations for the benefit of all stakeholders.

Tabcorp's commitment to responsible gambling, its employees and community well-being is discussed on pages 8 to 10 of this report.

Although the operations of the Tabcorp Group are considered to have minor impact on the environment, Tabcorp is committed to protecting the environment and minimising the impact wherever appropriate. Tabcorp's environmental performance is set out on page 11 and in the Directors' Report on page 31.

Tabcorp's commitment to long term sustainability is recognised by its inclusion in several investment indices:

- Dow Jones Sustainability Index
- FTSE4Good index

🔗 Details about Tabcorp's sustainability practices are available from the Sustainability section of Tabcorp's website at www.tabcorp.com.au/about-us_sustainability.aspx.

- ☑ ASX CGC's Recommendation 3.1

28. Engaging shareholders

The Tabcorp Group's Disclosure and Investor Communications Policy sets out Tabcorp's procedures and guidelines relating to continuous disclosure and the communication of information to investors. Information is communicated to shareholders through Tabcorp's website, annual report, dividend mailings, email broadcasts, the ASX, and other means where appropriate.

The Tabcorp Group's website provides stakeholders with a range of information about the Group, including its operations, history, strategies, values, brands, community involvement, share price performance and shareholder reports. There is also a facility for any interested person to receive email notifications of all major Tabcorp news releases published on the website. Major announcements, such as the annual and half-year results

and the annual general meeting, are webcast live on Tabcorp's website. Webcasts are archived and accessible on the website for at least twelve months.

Tabcorp provides a service for its shareholders to receive all shareholder related communications electronically, including dividend statements, notices of meeting, and the annual report. This email service provides a quick and convenient means for receiving this information while reducing costs and being environmentally friendly. Shareholders can also use the website to lodge their proxy appointment prior to the annual general meeting.

Dedicated shareholder relations personnel are available to assist in responding promptly to all shareholder inquiries. Contact details are available at the back of this report. Tabcorp has a Shareholder Enquiries and Complaints Policy that sets out the way in which Tabcorp addresses concerns and feedback from shareholders.

Tabcorp encourages its shareholders to participate fully at its annual general meeting. Important issues are presented to shareholders as single resolutions and full discussion of each item is encouraged. Explanatory memoranda, where considered appropriate, are included with the notice of annual general meeting in respect of items to be voted on at the meeting.

Other shareholder related information is available at the back of this report.

🔗 Tabcorp's website is available at www.tabcorp.com.au.

🔗 Shareholders can elect to receive all communications electronically by following the instructions on Tabcorp's website at www.tabcorp.com.au/investor_holder_eshare.aspx.

🔗 Sign up to receive email notification of major Tabcorp news releases through the News section of Tabcorp's website at www.tabcorp.com.au/news_enews.aspx.

🔗 Tabcorp's Disclosure and Investor Communications Policy is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

🔗 Tabcorp's Shareholder Enquiries and Complaints Policy is available from the Corporate Governance section of Tabcorp's website at www.tabcorp.com.au/about_governance.aspx.

- ☑ ASX CGC's Recommendations 6.1, 6.2