
Competition and Consumer Act 2010

**Variation to an Undertaking given to the
Australian Competition and Consumer
Commission under section 87B**

Given by Tabcorp Holdings Limited (ACN 063 780 709)

1 Persons giving this Variation

- 1.1 This Variation is given to the Australian Competition and Consumer Commission (ACCC) by:
- (a) Tabcorp Holdings Limited (ACN 063 780 709), on behalf of itself and its subsidiaries (together referred to as **Tabcorp**).

2 Background

- 2.1 On 5 July 2017, the Australian Competition and Consumer Commission (ACCC) accepted an undertaking (the **Undertaking**) under section 87B of the *Competition and Consumer Act 2010* (the **Act**) from Tabcorp in connection with an agreement between Tabcorp and Tatts Group Limited (Tatts) to combine their companies via a Tatts Scheme of Arrangement (**Proposed Acquisition**).
- 2.2 Tabcorp has sought the ACCC's consent to vary the Undertaking, to substitute and replace the Licence and Development Agreement and Distribution and Licence Agreement included at Confidential Schedule 6 of the Undertaking with an amended Licence and Development Agreement and Distribution and Licence Agreement as attached at Confidential Schedule 1 of this Variation.
- 2.3 The variations are required in order to clarify the obligations of the parties to those agreements and to ensure that the initial intentions of the parties are consistent with the agreements. The amendments are consistent with the objectives of the Undertaking as stated at Clause 2.13 of the Undertaking.


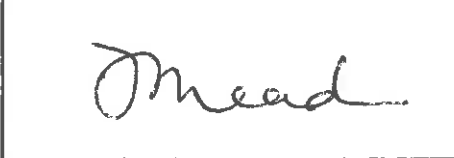
3 Commencement

- 3.1 This Variation comes into effect when:
- (a) this Variation is executed by Tabcorp; and
 - (b) the Commission accepts this Variation so executed.

4 Variation

- 4.1 The Licence and Development Agreement and Distribution and Licence Agreement contained at Confidential Schedule 6 to the Undertaking are to be substituted with the amended Licence and Development Agreement and Distribution and Licence Agreement attached at Confidential Schedule 1 to this Undertaking.

Executed by Tabcorp Holdings Limited (ACN 063 780 709) pursuant to section 127(1) of the Corporations Act 2001 by:

	
Signature of director	Signature of a director/company secretary
D.R.H. ATTENBOROUGH	FLONIA MEAD
Name of director (print)	Name of director/company secretary (print)
Date 10/12/2017	Date 10/12/2017

Accepted by the Australian Competition and Consumer Commission pursuant to section 87B of the Competition and Consumer Act 2010 (Cth) on:

11/12/17
Date

and signed on behalf of the Commission:


Chairman

11/12/17
Date