

IN THE SUPREME COURT OF VICTORIA
AT MELBOURNE
COMMERCIAL COURT
REDCREST CORPORATIONS LIST

No. S ECI 00157 2017

IN THE MATTER OF TATTS GROUP LIMITED
ACN 108 686 040

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GENERAL FORM OF ORDER

JUDGE: The Honourable Justice Sifris
DATE MADE: 8 September 2017
ORIGINATING PROCESS: Originating process filed 7 July 2017
HOW OBTAINED: On return of the originating process filed 7 July 2017
ATTENDANCE: Mr P W Collinson QC and Ms E R Tadros of counsel
for the Plaintiff
Mr A C Archibald QC and Mr B K Holmes of
counsel for Tabcorp Holdings Limited

OTHER MATTERS: A. The Court received into evidence the following
affidavits:

- (i) Affidavit of Anne Elizabeth Tucker sworn
7 July 2017 and the exhibits thereto;
- (ii) Second Affidavit of Anne Elizabeth Tucker
sworn 6 September 2017 and exhibit AET-5;
- (iii) Affidavit of Frederick Michael Prickett
sworn 6 September 2017 and exhibit FMP-1;
- (iv) Affidavit of Caleena Gai Stilwell sworn 6
September 2017 and exhibits thereto;
- (v) Affidavit of Paul William Lindstrom affirmed
6 September 2017 and the exhibits thereto;



(vi) Affidavit of Sean Hughes affirmed 8

September 2017 and exhibit thereto; and

(vii) Third affidavit of Anne Elizabeth Tucker

sworn 7 September 2017 and exhibit thereto.

- B. The Court also noted the Plaintiff's outline of submissions dated 6 September 2017.
- C. The Court notes the Originating Process was served on ASIC on 7 July 2017 and that ASIC was notified of the rescheduled hearing date on 17 August 2017, providing ASIC with more than 14 days' notice of the hearing of this application.
- D. The Court is satisfied that ASIC has had a reasonable opportunity to:
- (i) examine the terms of the proposed scheme of arrangement to which the application relates and a draft explanatory statement relating to the arrangement; and
 - (ii) to make submissions to the Court in relation to the proposed scheme of arrangement and the draft scheme booklet.
- E. This order is signed by the Judge pursuant to Rule 60.02(1)(b) of the *Supreme Court (General Civil Procedure) Rules 2015* (Vic).



THE COURT ORDERS THAT:

1. Pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Act**), the Plaintiff convene and hold a meeting of its shareholders (**Scheme Meeting**):
 - (a) to consider and, if thought fit, to approve (with or without modification) the scheme of arrangement (**Scheme**) proposed to be made between the Plaintiff and its shareholders, the terms of which are set out in Annexure B to these orders (**Scheme Booklet**); and
 - (b) to be held at Brisbane Convention & Exhibition Centre, corner Merivale and Glenelg Streets, South Bank, Brisbane, Queensland on 18 October 2017 commencing at 10.00 am (Brisbane time).

2. The Scheme Meeting be convened by sending the following documents to each shareholder (or in the case of joint holders, to that holder whose name appears first in the Plaintiff's share register):
 - (a) a document substantially in the form of the Scheme Booklet, which contains among other things:
 - (i) an explanatory statement for the Scheme in accordance with Part 5.1 of the Act;
 - (ii) the Notice of Scheme Meeting contained in Attachment E of the Scheme Booklet;
 - (b) a proxy form for the Scheme Meeting substantially in the form of the document at tab 36 of exhibit AET-5 to the affidavit of Anne Elizabeth Tucker sworn 6 September 2017 (save for those shareholders who have nominated to receive communications from the Plaintiff by email); and
 - (c) a pre-addressed envelope for return of the proxy form (save for those shareholders who have nominated to receive communications from the Plaintiff by email).



3. On or before 18 September 2017:
 - (a) in the case of shareholders who are recorded in the Plaintiff's register of members as having an email address and having expressed a preference to receive communications from the Plaintiff by email, the document referred to in order 2(a) above be sent by sending an email to that address which contains a link to the investor vote website at which the shareholders can access an electronic version of the document specified in order 2(a) above;
 - (b) in the case of shareholders—apart from those referred to in paragraph (a)—whose registered postal addresses are within Australia, the documents referred to in order 2 above be sent by ordinary post to the relevant addresses recorded in the Plaintiff's register of members; or
 - (c) in the case of shareholders whose registered postal addresses are outside Australia, the documents referred to in 2 above by airmail post addressed to the relevant addresses in the Plaintiff's register of members.
4. Each copy of the Scheme Booklet which is sent to convene the Scheme Meeting display a notice in the form or to the effect of the notice in rule 3.3(4) of the *Supreme Court (Corporations) Rules 2013 (Vic) (Rules)* save that the words '*and has approved the explanatory statement required to accompany the notice of meeting*' be omitted and replaced by the words '*and has directed that the Scheme Booklet accompany the Notice of Scheme Meeting*'.
5. Subject to these Orders, the Scheme Meeting be convened, held and conducted in accordance with:
 - (a) the provisions of Part 2G.2 of the Act that apply to a meeting of the Plaintiff's members; and



- (b) the provisions of the Plaintiff's constitution that apply in relation to meetings of members and that are not inconsistent with Part 2G.2 of the Act.
6. Voting on the resolution to approve the Scheme is to be conducted by way of a poll.
 7. A form of proxy in respect of the Scheme Meeting will be valid and effective if and only if it is completed and delivered in accordance with its terms not less than 48 hours before the time scheduled for commencement of the Scheme Meeting, or in the case the meeting has been adjourned, 48 hours before the adjourned meeting.
 8. Harry Boon, or failing him, Brian Jamieson shall chair the Scheme Meeting.
 9. The chairperson of the Scheme Meeting shall have the power to adjourn the meeting to such time, date and place as he considers appropriate.
 10. Rule 2.15 of the Rules shall not apply to the Scheme Meeting except in so far as that rule applies regulation 5.6.13 of the *Corporations Regulations 2001* (Cth).
 11. Compliance with rule 3.4 and Form 6 of the Rules be dispensed with.
 12. The Plaintiff request *The Australian* newspaper to publish once on or before 3 business days prior to the Scheme Meeting an advertisement substantially in the form of Annexure A to these Orders, subject to it being updated to reflect the date of the Scheme Meeting and the date of the application for court approval (should those dates be adjourned).
 13. The further hearing of the Originating Process be adjourned:
 - (a) to the Honourable Associate Justice Randall on 23 October 2017 at 10.30 am, for the hearing of an application for orders and declarations pursuant to rule 16.6 of the Rules as to the convening and conduct of the Scheme Meeting; and
 - (b) to the Honourable Justice Sifris in the Commercial Court on 24 October 2017 at 10.00 am.
 14. An office copy of this Order be lodged with ASIC by 15 September 2017.

