

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

ACN/ARSN

1. Details of substantial holder(1)

Name

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

/ /

The previous notice was given to the company on

/ /

The previous notice was dated

/ /

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address

Signature

print name

capacity

sign here

date / /

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A**Aristocrat Leisure
Registered Shareholdings as at 2 November 2012**

<u>Registered Name</u>	<u>Address</u>	<u>Holding</u>
J.P. Morgan Nominees Australia Limited	Level 18, JP Morgan House, 85 Castlereagh Street, SYDNEY NSW 2000	11,638,883
National Nominees Limited	GPO Box 1406M, MELBOURNE VIC 3001	11,203,622
RBC Investor Services Australia Nominees Pty Limited	Level 16 & 17, 2 Park Street, SYDNEY NSW 2000	5,424,759
State Street Australia Ltd	Unlisted Unit Trust Department, State Street Australia Limited, 420 George Street, SYDNEY NSW 2000	4,069,741
Citicorp Nominees Pty Ltd	Level 2, 350 Collins Street, MELBOURNE VIC 3001	505,213
Brown Brothers Harriman	40 Water Street, BOSTON MA 02109	433,103
M F Custodians	Level 18, 8 Exhibition Street, MELBOURNE VIC 3000	330,000
The Northern Trust Company	46th Floor, UOB Piazza 1, 80 Raffles Place, SINGAPORE SINGAPORE 048624	322,173
BNP Paribas Nominees Pty Limited	Level 8 BNP Paribas, 60 Castlereagh St, SYDNEY NSW 2000	281,395
Brown Brothers Harriman Infomediary	40 Water Street, BOSTON MASSACHUSETTS 02109	205,463
Fite Holdings Pty Ltd	8 Duntroon Avenue, ROSEVILLE NSW 2069	10,850
RBC Dexia Investor Services Bank S.A. (Dublin)	George's Quay House, 43 Townsend Street, DUBLIN 2	9,148
		<u>34,434,350</u>

Annexure B

Aristocrat Leisure Net Trades between 3 November 2012 and 16 January 2013

<u>Date</u>	<u>Quantity</u>	<u>Consideration</u>
26-Nov-2012	(150,000)	(414,267.61)
29-Nov-2012	(2,226,090)	(6,889,313.08)
30-Nov-2012	(576,000)	(1,867,254.09)
03-Dec-2012	(795,000)	(2,546,359.17)
04-Dec-2012	(550,000)	(1,753,349.98)
03-Jan-2013	(204,819)	(660,154.58)
04-Jan-2013	(92,000)	(297,530.52)
07-Jan-2013	(117,000)	(379,612.68)
09-Jan-2013	(221,000)	(745,366.57)
10-Jan-2013	(150,000)	(503,765.82)
16-Jan-2013	(980,000)	(3,332,000.00)
	<u>(6,061,909)</u>	<u>(19,388,974.10)</u>

Annexure C**Aristocrat Leisure****Registered Shareholdings as at 16 January 2013**

<u>Registered Name</u>	<u>Address</u>	<u>Holding</u>
National Nominees Limited	GPO Box 1406M, MELBOURNE VIC 3001	10,226,303
J.P. Morgan Nominees Australia Limited	Level 18, JP Morgan House, 85 Castlereagh Street, SYDNEY NSW 2000	8,052,793
RBC Investor Services Australia Nominees Pty Limited	Level 16 & 17, 2 Park Street, SYDNEY NSW 2000	4,428,259
State Street Australia Ltd	Unlisted Unit Trust Department, State Street Australia Limited, 420 George Street, SYDNEY NSW 2000	3,060,000
The Northern Trust Company	46th Floor, UOB Plaza 1, 80 Raffles Place, SINGAPORE SINGAPORE 048624	901,914
Citicorp Nominees Pty Ltd	Level 2, 350 Collins Street, MELBOURNE VIC 3001	485,213
Brown Brothers Harriman	40 Water Street, BOSTON MA 02109	433,103
BNP Paribas Nominees Pty Limited	Level 8 BNP Paribas, 60 Castlereagh St, SYDNEY NSW 2000	281,395
M F Custodians	Level 18, 8 Exhibition Street, MELBOURNE VIC 3000	280,000
Brown Brothers Harriman Infomediary	40 Water Street, BOSTON MASSACHUSETTS 02109	205,463
Fite Holdings Pty Ltd	8 Duntroon Avenue, ROSEVILLE NSW 2069	10,850
RBC Dexia Investor Services Bank S.A. (Dublin)	George's Quay House, 43 Townsend Street, DUBLIN 2	7,148
		<u>28,372,441</u>