

**Form 605  
Corporations Act 2001  
Section 671B**

**Notice of ceasing to be a substantial holder**

**To:** Aristocrat Leisure Limited  
**ACN:** 002 818 368  
**ASX Code:** ALL

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** ACN 100 103 722

This notice is given by IOOF Holdings Limited, on behalf of itself and its subsidiaries.

The holder ceased to be a substantial holder on: 12/12/2012  
The previous notice was given to the company on: 09/08/2012  
The previous notice was dated: 07/08/2012

**2. 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 as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
8/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Off market transfer	\$ -	- 385,683	- 385,683
10/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 68,451.79	27,407	27,407
14/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 57,959.95	23,224	23,224
16/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,077,006.77	413,188	413,188
20/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 9,788.50	- 3,688	- 3,688
21/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 995,154.39	- 376,658	- 376,658
28/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,475.80	- 1,705	- 1,705

29/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 143,203.80	- 53,171	- 53,171
30/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,903.43	- 2,189	- 2,189
31/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 646,816.24	- 243,164	- 243,164
3/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 627,598.99	- 236,317	- 236,317
4/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,112.90	- 1,584	- 1,584
7/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 6,483.77	- 2,489	- 2,489
17/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,660,908.75	1,381,475	1,381,475
21/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,876.69	- 679	- 679
10/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,166.60	- 397	- 397
12/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,372,070.64	- 473,854	- 473,854
17/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 992.37	- 336	- 336
23/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,154.69	379	379
25/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 79,113.21	- 26,351	- 26,351
30/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 282,946.96	- 99,552	- 99,552
1/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,402.27	- 500	- 500
2/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 47,609.87	- 16,801	- 16,801
9/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,358.84	859	859
12/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 19,829.46	- 7,309	- 7,309
15/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 51,529.43	- 19,802	- 19,802
19/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 494,626.30	- 187,019	- 187,019
22/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,919.02	- 700	- 700
27/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 142,742.87	- 50,366	- 50,366
29/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,613,813.38	- 1,730,182	- 1,730,182
4/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,840.52	- 576	- 576
5/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Off market transfer	-\$ 1,840.52	- 131,941	- 131,941
12/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 445,521.45	- 143,130	- 143,130

### 3. Changes in association

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

Name & ACN	Nature of association
Not applicable	

### 4. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Aristocrat Leisure Limited	Building A, Pinnacle Office Park, 85 Epping Rd North Ryde NSW 2113
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000