Form 605

Corporations Law Section 671B

Notice of ceasing to be a substantial holder

<u>To</u> Company N	ame/Scheme							
ACN/ARSN								
1. Details of s	substantial holder	r(1)						
Name								
ACN (if applicable	le)							
The holder cease substantial holder			/ /					
substantial holder on / / The previous notice was given to the company on / / The previous notice was dated / /								
The previous not	tice was dated	-	/ /					
2. Changes in	relevant interes	ts						
Particulars of ea substantial holde	ch change in, or cha er was last required	nge in the nature of, a rel to give a substantial hold	levant interest (ling notice to th	2) of the substantia e company or sche	al holder or an associate (3) in me are as follows:	n voting securities o	f the company or scheme	, since the
	Date of change	Person whose relevant interest changed	Nature change		Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected	
3. Changes in	n association							
The persons who		ciates (3) of, ceased to b are as follows:	e associates of,	, or have changed t	he nature of their association	n (7) with, the subst	antial holder in relation to	voting
	Name and ACN (if applicable)			Nature of association				
								_
								J
4. Addresses								
The addresses of	f persons named in	this form are as follows:						
	Name			Address				
								-
								J
Signature								
	print nan	ne			capacity			
	sign her	re			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 4 of the form
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) 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 16 January 2013

Registered Name	<u>Address</u>	Holding
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 Plazza 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>

Annexure B

Aristocrat Leisure Net Trades between 17 January 2013 and 8 February 2013

<u>Date</u>	Quantity	<u>Consideration</u>
22-Jan-2013	(80,000)	(265,797.95)
23-Jan-2013	(281,395)	(928,603.50)
01-Feb-2013	(170,000)	(641,510.98)
07-Feb-2013	(250,000)	(904,356.15)
08-Feb-2013	(650,000)	(2,399,164.10)
	(1,431,395)	(5,139,432.68)