

CORPORATE GOVERNANCE STATEMENT

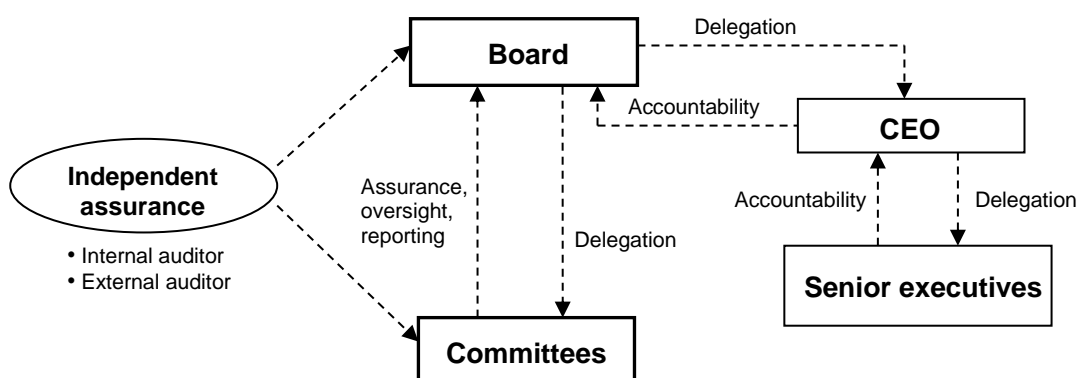
for the 12 months ended 30 September 2017

The Board is committed to maintaining high standards of corporate governance arrangements in line with the third edition of the Corporate Governance Principles and Recommendations issued by the ASX Corporate Governance Council (Principles).

Set out below is a summary of the Group's corporate governance principles which were in place during the period between 1 October 2016 and 30 September 2017. For ease of reference, this statement has been prepared and presented in a format consistent with the Principles.

The information in this statement is current as at 30 November 2017 and has been approved by the Board.

Corporate governance framework



Recommendation 1.1 - Role of Board and management

The Board has established a clear distinction between the functions and responsibilities reserved for the Board and those delegated to management, which are set out in the Aristocrat Leisure Limited Board Charter (Charter). A copy of the Charter is available in the Governance section of the Company's website, www.aristocrat.com.

The primary responsibilities reserved for the Board include the:

- Review and approval of Group strategy;
- Management of performance, with specific responsibility for the monitoring of Group performance and overall conduct;
- Selection, appointment, remuneration and performance evaluation of the Chief Executive Officer (CEO);
- Evaluation of the principal risks of the Group and continued monitoring of appropriate risk management and reporting systems;
- Establishment and monitoring of policies to ensure compliance with the legal and regulatory regimes to which the Group is subject and to ensure the highest standards of corporate conduct; and
- Promotion of open and proper communication between the Group and its stakeholders.

The Board has authorised the CEO to oversee the day-to-day business and operations, within the limits of specific authorities set out in the delegations approved by the Board. The CEO has, in turn, approved sub-delegations of authority that apply to management.

The CEO is accountable to the Board for the authority that is delegated by the Board. The Board monitors the decisions and actions of the CEO and the Group's progress on achieving the short, medium and long-term objectives as set by the Board.

Recommendation 1.2 – Information regarding election and re-election of director candidates

Board succession planning is an important element of the governance process. The Board will regularly evaluate and review its succession planning process to ensure the progressive and orderly renewal of Board membership. Any decision on the nomination of a new Director will be made by the Board. Before a candidate is nominated by the Board, they must confirm that they will have sufficient time to meet their obligations to the Company, in light of other commitments, and that they expect to meet all gaming regulatory approval conditions.

The Company undertakes comprehensive reference checks on candidates including education, employment, character reference, criminal history, bankruptcy and disqualified company director and officer checks. In addition, gaming regulators conduct detailed suitability investigations on Director candidates and their families, requiring them to disclose extensive historical and current personal and financial information and submit to interviews. Directors are required to be licenced in over 50 gaming jurisdictions. In some cases, the renewal of those licences (including submitting to further suitability checks) is required annually.

An election of directors is held each year. Any new Director nominated during the year is known as a Director (Elect) and will stand for election by shareholders at the subsequent AGM. Shareholders are asked to approve the appointment of the Director (Elect) subject to the receipt of all necessary regulatory pre-approvals. Until the receipt of all necessary regulatory pre-approvals, a Director (Elect) may attend all meetings of the Company but will have no entitlement to vote on any resolutions proposed at any meeting of the Board or any committee.

The Company has appropriate procedures in place to ensure that material information relevant to a decision to elect or re-elect a director (including whether Directors support the election or re-election), is disclosed in the notice of meeting provided to shareholders. Director candidates are also invited to address the meeting and provide details of the relevant qualifications, experience and skills they bring to the Board.

Recommendation 1.3 – Written contracts of appointment

New Directors receive a letter of appointment and a deed of access and indemnity. The letter of appointment outlines the Company's expectations of Directors with respect to their participation, time commitment and compliance with the Company's policies and regulatory requirements. An induction process for incoming directors is coordinated by Company Secretariat.

Each senior executive enters into a service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.

Contract details of those senior executives who are KMP¹ are summarised in the Remuneration Report within the Annual Report.

¹ "KMP" means Key Management Personnel, being those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the relevant reporting period.

Recommendation 1.4 – Company Secretary

The Company Secretary is accountable directly to the Board (through the Chairman) for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary/ies are set out in the Directors Report within the Annual Report.

Recommendation 1.5 – Diversity

The Group recognises its legal and ethical obligations and is committed to promoting and achieving diversity across the Group. The Group employs more than 3,400 people around the world including in Australia, the United States, New Zealand, the United Kingdom, India, Argentina, Mexico, Hong Kong and Macau.

The Company's approach to diversity is outlined in its Diversity Policy which is available in the Governance section of the Company's website, www.aristocrat.com.

The Board is responsible for approving measurable objectives in accordance with the Diversity Policy and, with the assistance of the Human Resources and Remuneration Committee, for annually assessing those objectives and the progress against them.

The Board review and renewal process noted under *Recommendation 1.6* has been specifically focused on increasing the Board's gender diversity.

The following diversity-related measurable objectives supporting gender diversity have been endorsed by the Board:

- Increase the number of women in the 'Leadership Group', comprising the Board, Senior Executive Roles⁽¹⁾ and Senior Management Roles⁽²⁾
- Increase in the proportion of female hires and promotions

(1) Senior Executive Roles means the Group's Executive Steering Committee, which comprises the CEO and his direct reports.

(2) Senior Management Roles include those managers and specialists who are members of Aristocrat's 'Leadership, Impact, Network and Culture' (LINC) Leadership Team.

The progress against these objectives is detailed below.

The following information is provided about the proportion of women across the Group as at 30 September 2016 and 30 September 2017:

Category	30 September 2016	30 September 2017
Board	4 of 8 Non-Executive Directors (50%)	4 of 8 Non-Executive Directors (50%)
Senior Executive Roles ¹	3 of 9 members (33%)	2 of 8 members (25%)
Leadership Group ²	22 of 83 members (26%)	18 of 71 members (25%)
Group	25%	26%

(1) Senior Executive Roles means the Group's Executive Steering Committee, which comprises the CEO and his direct reports.

(2) Leadership Group comprises the Board, Senior Executive Roles and Senior Management Roles.

The following information is provided about the proportion of global female hires and promotions:

Category	Year ended 30 Sept 2016	Year ended 30 Sept 2017
Female new hires	28%	32%
Female promotions	27%	32%

As part of the requirements set by the Workplace Gender Equality Act 2012 (WGEA), the Company has prepared a gender diversity profile and reported against the 6 required gender equality indicators which are:

- Gender composition of the workforce
- Gender composition of governing bodies
- Equal remuneration between men and women
- Flexible working arrangements
- Consultation with employees covering gender equality at the workplace
- Addressing sex based harassment and discrimination.

A copy of the report provided to the Workplace Gender Equality Agency under WGEA can be accessed at: <https://www.wgea.gov.au/public-reports-0>

A Diversity & Inclusion Steering Committee, which represents a diverse group with cross organisation coverage at a senior management level has been established to promote diversity and inclusiveness in the workplace, and to provide input from across the organisation to assist it to formulate policy, strategy and objectives. Its specific responsibilities include:

- Monitoring the profile of the Company's workforce to demonstrate trends, clarify areas to improve and highlight areas of success
- Communicating diversity initiatives undertaken and the benefits gained
- Improving:
 - Awareness/understanding of differences to increase acceptance and create a better work environment
 - Working relationships between employees to drive better results

Recommendation 1.6 – Board reviews

The Board (with assistance, where necessary or appropriate, from external consultants) regularly carries out a review of the performance of the Board, its committees, and each Director. The review assesses, amongst other things:

- The effectiveness of the Board and each committee in meeting the requirements of their Charters;
- Whether the Board and each committee has members with the appropriate mix of skills and experience to properly perform their functions;
- The contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and
- Whether the content, format and timeliness of agendas, papers and presentations provided to the Board and each committee are adequate for them to properly perform their functions.

The Board establishes the procedures and oversees the assessment program. The results and any action plans following the assessment are documented, together with specific performance goals that are agreed by the Board.

The Board previously engaged an external facilitator to conduct and manage both a qualitative and quantitative performance review of Board and Committee performance, during which the external facilitator held individual discussions with each Director. The Board and the external facilitator then discussed Board and Committee performance as a group. The Board also undertakes regular reviews of its structure and composition, to manage retirements and succession planning in an orderly way and to expand the Board's overall skill set.

The Board has made good progress in implementing and delivering on its renewal plan. Building on the appointment during FY2016 of Mrs Arlene Tansey and Mrs Sylvia Summers Couder as Non-Executive Directors of Aristocrat, Mr Pat Ramsey was appointed to the Board effective 1 October 2016. These appointments have collectively enhanced and further strengthened the Board's overall capabilities and skill set in areas of strategy, corporate and investment banking, high tech industry, digital technology and gaming (specifically in the Group's largest market of North America).

Directors are encouraged to raise any issues of concern regarding the performance of any other Director with the Chairman, or if the concern relates to the Chairman, with the Chair of the Audit Committee.

Recommendation 1.7 – Management reviews

Each year the Board sets financial, operational, management and individual targets for the CEO. The CEO (in consultation with the Board), in turn sets targets for his direct reports. Performance against these targets is assessed periodically throughout the year and a formal performance evaluation for senior management is completed for the year end. Further details are set out in the Remuneration Report contained within the Annual Report.

Performance evaluations of the CEO and his direct reports took place in FY2017 in accordance with the processes described above.

Recommendation 2.1 - Nominations Committee

The Board, assisted by the Human Resources and Remuneration Committee as necessary, takes on the role of nominations and governance, which includes the following functions:

- Determining the appropriate size and composition of the Board;
- Determining the appropriate criteria (necessary and desirable skills and experience) for appointment of Directors;
- Recommendations for the appointment, re-election and removal of Directors;
- Ensuring there are appropriate induction and professional development programs for Directors;
- Overseeing succession plans for the CEO and other senior management; and
- The evaluation of the Board's performance and Board succession planning.

This structure is working efficiently and effectively to ensure there is adequate governance in relation to the elements set out above, however the Board continues to assess this on an ongoing basis.

Recommendation 2.2 - Board skills matrix

As at 30 September 2017, the Board comprised eight independent Non-Executive Directors and the CEO/Managing Director.

The Board seeks to have an appropriate and diverse mix of skills, experience, expertise and diversity (including geographical, gender and skills diversity) to effectively discharge its responsibilities, appropriately monitor risk management and add value to the Group.

The Board has identified the following areas as strategic priorities for the Group to drive sustained shareholder value:

- Financial performance and sustainable profitability by continued growth of the Group's recurring revenue base and driving continued momentum in various markets
- Execution of strategic priorities, including developing and delivering on a sustainable strategic framework for the business
- Driving and improving cost efficiency as a proportion of revenue
- Product quality and delivery, product innovation and great game content
- Driving a high performing culture through development, retention and succession planning across all management levels and for key creative talent.

Having regard to these strategic priorities, the following table sets out the mix of skills and experience the Board considers necessary or desirable and the extent to which they are represented on the current Board:

Skills and experience	Number of the 9 Directors with that skill
Executive leadership Significant experience at a senior executive level	8
Capital management and corporate Senior experience in capital management strategies and corporate finance	4
Global business experience International business experience	8
Risk management Senior experience in risk management	7
Financial reporting and management Senior experience in financial management, reporting and audit	4
Corporate governance, legal and regulatory Commitment to the highest standards of corporate governance and legal compliance, including experience with an organisation that is subject to rigorous governance and regulatory standards	5
Digital technology Senior experience in technology, especially in digital, software or computer industries and oversight of implementation of major technology projects	5*
Gaming Senior executive or Board level experience in the gaming industry, including an in-depth knowledge of product and markets	4
Remuneration and people Board remuneration committee membership or management experience in people management and remuneration policy	7

*Other Directors on the Board have broader technology experience which is also valuable.

Recommendations 2.3 to 2.5 - Director independence and length of service

All Directors, whether independent or not, are expected to bring an impartial judgement to bear on Board decisions and are subject to the Board's policy regarding management of conflicts of interest, as well as common law and Corporations Act requirements.

Each year, the Board assesses whether the Non-Executive Directors are independent. In making such an assessment, consideration is given to whether the Director:

- Is a substantial shareholder of the Group or an officer of, or otherwise associated with, a substantial shareholder of the Group;
- Has been employed in an executive capacity in the last three years by a Group company;
- Has been a partner, director or senior employee of a provider of material professional services to the Group during the past three years;
- Has within the last three years been in a material business relationship (e.g. as supplier or customer) of a Group company, or an officer of, or otherwise associated with, someone with such a relationship;
- Has any material contractual relationship with the Group (other than as a Director);
- Has close family ties with any person who falls within any of the categories described above;

- Has been a director of the Group for such a period that his or her independence may have been compromised; and
- Is free from any interest, business or personal, which could or could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of the Group.

Having considered these criteria, the Board was of the view that there were no factors affecting the independent status of any Non-Executive Director at the date of this statement or throughout the year. The Board considers Pat Ramsey to be an independent Non-Executive Director, notwithstanding his previous employment with Aristocrat. Mr Ramsey was employed by Aristocrat for approximately 9 months in the role of Chief Digital Officer prior to his appointment as a Non-Executive Director. The Board considers that the short length of his employment, and the position he held within Aristocrat, means that Mr Ramsey's independence is not compromised, and the Board is confident that he brings objective and independent judgement to the Board's deliberations.

Details, including the term of office, qualifications, experience and information on other directorships held by each member of the Board can be found in the Directors' Report within the Annual Report.

Recommendation 2.6- Induction and professional development

As part of a comprehensive induction program, new Directors are provided with a Director's Handbook. New Directors also meet with the Chairman and senior executives as part of the structured induction program. Specific sessions targeted to Australian corporate governance have been designed as part of the induction program for US based Directors given the increased number of Directors located in the US. Where appropriate, the program also includes site visits to some of the Group's key jurisdictions.

Recognising the importance of providing continuing education, Directors take part in a range of training and continuing education programs. Internal and external experts are engaged to conduct education sessions. Directors also receive regular business briefings at Board meetings. These briefings are intended to provide Directors with information on each area of the Group's business, in particular regarding performance, key issues, risks and strategies for growth.

All Aristocrat Directors become members of the Australian Institute of Company Directors (**AICD**) and are encouraged to further their knowledge through participation in seminars hosted by the AICD and other forums sponsored by professional, industry, governance and Government bodies.

Directors are also encouraged and given the opportunity to broaden their knowledge of the business by visiting offices in different locations.

Recommendation 3.1- Code of conduct

The Board has adopted a Code of Conduct (the **Code**) which applies to Directors and all employees. The Code was reviewed and refreshed during the reporting period to ensure its content is up to date with relevant laws as well as community expectations.

The Code is reinforced through various training programs and Group publications, and provides an ethical and behavioural framework for the way business is conducted and contains a set of general business ethics including (but not limited to):

- To act honestly and fairly in all dealings and to conduct business with strict professional courtesy and integrity;
- Provisions regarding personal relationships in the workplace, including disclosure requirements;
- To abide and comply with all applicable laws and regulations;
- To report suspected corrupt or unethical conduct;
- To ensure that Group resources and property are used properly and efficiently; and
- Not to disclose information or documents relating to the Group or its businesses other than as required by law and not to make any public comment on Group matters unless authorised to do so.

The Code is available in the Governance section of the Company's website, www.aristocrat.com.

The Board and senior management are committed to the Code and the principles contained within it. The Code is regularly communicated and distributed to employees. New employees are issued with an employee

handbook which contains, amongst other things, the Code, and they are required to certify (prior to commencing their employment) that they have read and understood the requirements contained in it.

The Code, together with the Group policies set out below, is aimed at ensuring that the Group maintains the highest standards of honesty, integrity and fair trading with shareholders, customers, suppliers, employees, regulators and the community.

The Group has procedures in place to monitor overall compliance with the Code. It is made clear in the Code that any breaches are treated seriously and could lead to disciplinary action including termination of employment.

In addition to the Code, the Group also has policies which govern, among other things:

- Occupational health and safety;
- Conflicts of interest;
- Gifts, gratuities and donations;
- Use of social media;
- Dealing in Group securities;
- Market disclosure; and
- Privacy.

The Group has implemented training courses dealing with harassment in the workplace, discrimination, and legal and operational compliance globally, which all employees are required to complete. In addition, the Group has provided training to relevant employees on privacy, fair trading, restrictive trade practices and gaming legislation.

Recommendation 4.1- Audit Committee

Audit Committee

The composition of the Audit Committee, and the number of meetings held and attended by each member of the Committee during the year, can be found in the Directors' Report. The committee comprises at least three independent Non-Executive Directors and is chaired by an independent Non-Executive Director who is not the chair of the Board.

All members of the Audit Committee are financially literate, and the committee possesses sufficient financial expertise and knowledge of the industry in which the Group operates.

Members of the Group's internal and external audit firms attend Audit Committee meetings by invitation, together with the internal Group Risk and Audit Manager and relevant senior executives.

The Audit Committee reviews and makes formal recommendations to the Board in relation to the adequacy of accounting and (operating alongside the Strategic Risk Committee) risk management procedures, financial reporting, systems of internal control and management of material business risks and internal and external audit functions. The Audit Committee Charter includes a more detailed description of the duties and responsibilities of the committee.

The Audit Committee Charter is available in the Governance section of the Company's website, www.aristocrat.com.

The Audit Committee is a direct link for providing the views of internal and external auditors to the Board, when necessary, independent of management influence. Time is allocated for detailed questioning of the material presented by each of the external and internal auditors.

Selection of auditor

The Audit Committee is responsible for overseeing the external auditor selection process. This process includes assessing each of the submissions received and making a formal recommendation to the Board on the appointment (or removal) of the external auditor.

As part of that selection process, the Audit Committee assesses each of the submissions received on the following criteria:

- Independence;
- Overall audit approach and methodology;
- Relevant industry experience;
- Experience and qualifications of key audit staff; and
- Cost.

The Audit Committee is also responsible for reviewing the relationship with the external auditor and evaluating the performance and overall effectiveness of external audit services annually.

Auditor independence

The Group's policy on audit independence restricts the types of non-audit services that can be provided by either the internal or the external auditors. In addition, any non-audit services which are to be provided by the internal or the external auditors need to be pre-approved by the Chair of the Audit Committee.

The Audit Committee requires the external auditor to confirm annually that it has complied with all professional regulations or guidance issued by the Australian accounting profession relating to auditor independence and reviews the independence of the auditors four times a year. The Group requires the lead external audit partner to rotate every five years.

Recommendation 4.2- CEO and CFO certification of financial statements

The Board has obtained a written assurance from the CEO and CFO that the declarations provided under section 295A of the Corporations Act (and for the purposes of Recommendation 4.2) is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting and material business risks.

Recommendation 4.3 - External auditor at AGM

The external auditor attends the AGM and is available to answer questions from shareholders on the:

- Conduct of the audit;
- Preparation and content of the auditor's report;
- Accounting policies adopted by the Group in relation to the preparation of the financial report; and
- Independence of the auditor in relation to the conduct of the audit.

Recommendation 5.1 – Continuous Disclosure Policy

The Group understands and respects that timely disclosure of price-sensitive information is central to the efficient operation of the securities market.

The Group's Continuous Disclosure Policy is regularly reviewed to ensure that it reflects current best practice corporate governance principles and practices. The Continuous Disclosure Policy is available in the Governance section of the Company's website, www.aristocrat.com.

The Company Secretary and the CFO, in conjunction with the CEO, (the Management Disclosure Committee) has responsibility for reviewing proposed disclosures and making decisions in relation to what information can be or should be disclosed to the market. Each Group employee is required to inform the Company Secretary regarding any potentially price-sensitive information concerning the Group as soon as they become aware of it.

Where appropriate, the Board will be consulted on the most significant or material disclosures.

The Company Secretary is responsible for ensuring compliance with the Continuous Disclosure Policy.

Recommendation 6.1 - Information on Website

The Company keeps investors informed of its corporate governance, financial performance and prospects via its website, www.aristocrat.com. The names and biographical information for each of the directors and members of the senior leadership team is set out on the website. Investors can access copies of announcements to the ASX, notices of meetings, annual reports, business reviews, investor presentations and financial statement via the 'Investors' tab. The 'Governance' tab sets out the key corporate governance policies and other corporate governance materials referred to in this document.

Recommendation 6.2 - Investor relations programs

The Company conducts regular briefings including interim and full year results announcements, investor days, site visits and attends regional and industry specific tradeshows in order to facilitate effective two-way communication with investors and other financial markets participants. Access to executive and operational management is provided at these events, and separate one-on-one or group meetings are provided when requested and in compliance with governance parameters set by the Company.

The Company's objective is to have best practice disclosure. Therefore all discussions with analysts are conducted by or with the prior approval of the CEO, or CFO or the Head of Investor Relations, and are limited to an explanation of previously published material and general discussion of non-price sensitive information.

Unless authorised by the CFO or Head of Investor Relations, meetings with analysts will not be held between the end of the half-year or full-year and date on which those results are announced.

Recommendation 6.3 - Facilitate participation at meetings of security holders

The Company commits to facilitating shareholder participation in shareholder meetings, and to respectfully and quickly dealing with shareholder inquiries.

The Company uses technology to facilitate the participation of security holders in meetings including live webcasting of meetings. Online proxy voting facilities allow security holders to vote ahead of the meeting without having to attend in person. Shareholders are encouraged to participate in general meetings and are given an opportunity to submit questions in advance and ask questions of the Company and its auditor at the AGM.

Recommendation 6.4 - Facilitate electronic communications

The Company encourages investors to receive communications from and send communications to, the Company and the share registry electronically.

The Company emails shareholders (who have elected to receive electronic communications) when important information becomes available such as dividend statements, notices of meeting, voting forms and annual reports. Electronic communication allows the Company to communicate with shareholders faster and reduce its use of paper.

Recommendations 7.1 and 7.2 – Risk management framework

The Board recognises the importance of a sound framework of risk oversight, risk management and internal control to good corporate governance.

A Strategic Risk Committee of the Board has been established given the increased scale, complexity and breadth of the Group's business. The Strategic Risk Committee assists the Board by monitoring key identified strategic (enterprise-wide) risks and overseeing the Group's risk management strategy in connection with these identified risks. This facilitates an integrated, enterprise-wide approach to identifying and managing key risks and a strong focus on specific critical strategic risks.

The composition of the Strategic Risk Committee, and the number of meetings held and attended by each member of the Committee during the year, can be found in the Directors' Report. The committee comprises of

at least four members, the majority of whom are independent Non-Executive Directors and is chaired by an independent Non-Executive Director who is not the chair of the Board.

The Group has established a formal risk management framework, which is based on ISO3100 Risk Management and the ASX Principles and Recommendations. This framework is supported by the Group's Code of Conduct and risk management policy. The policy defines 'Extreme' and 'Very High' business risks which, once identified, are also captured on the global risk register. Extreme and Very High business risks are regularly reported to the Board via the Audit Committee along with treatment plans and controls. Any Extreme or Very High Strategic risk, which would prevent a material part of the strategy from being executed is regularly reported to (and considered by) the Strategic Risk Committee.

The Board Audit Committee is mandated to oversee the policies and procedures in relation to risk management and internal control systems. The Board Audit Committee is also responsible for monitoring incidents of fraud or other breakdowns in the Group's internal controls as well as the Group's insurance programs. Separately, oversight of specific risks relating to gaming laws and regulations, and conditions associated with maintenance of the Group's gaming licences is the mandate of the Regulatory and Compliance Committee. All Directors have a standing invitation to attend any committee meeting.

The Group's risk policies are designed to identify, monitor and assess strategic, operational (including risks to health, safety and the environment), legal, social and financial risks to achieve business objectives. Certain specific risks are covered by insurance and the Board has also approved policies for hedging of interest rates and foreign exchange rates.

The Board Audit Committee (with input from the Strategic Risk Committee) reviews the Group's risk management framework at least annually to satisfy itself that it continues to be sound. The Group's risk management framework was reviewed during the reporting period.

Recommendation 7.3 – Internal audit

The Company's Group Risk and Audit function, which has a direct reporting line to the Audit Committee, is responsible for:

- developing and maintaining risk management policies and guidelines;
- bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes;
- providing regular risk management updates to the Audit Committee; and
- developing and executing an annual Assurance Plan, comprising internal audit and other assurance projects.

The Assurance Plan is developed based on key risk areas identified by the Risk Management Framework and ensures rolling coverage of a defined audit universe. The objective of the Assurance Plan is to evaluate the internal control environments that ensure risk is appropriately managed and mitigated and recommend improvements where required. Results of each project are reported quarterly to the Audit Committee, along with the status of recommended actions.

Internal audit projects are executed using a co-sourced team which includes resources from the Group Risk & Audit function, public accounting firms, other specialist consultants or a combination thereof.

The function also conducts other investigations outside of the Assurance Plan to provide insight in relation to any issues that emerge, as requested by management.

Recommendation 7.4 – Sustainability risks

The Company monitors its exposure to risks, including economic, environmental and social sustainability risks. Material business risks are described in the Operating and Financial Review, which also outlines the Group's activities, performance during the year, financial position and main business strategies. The Annual Report and Aristocrat's website provide further details about how the Company manages its economic, environmental and social sustainability risks and the Aristocrat's website integrates a wider range of non-financial management issues as the Group moves to improve its sustainable reporting standards.

Recommendation 8.1 – Remuneration Committee

The composition of the Human Resources and Remuneration Committee, and the number of meetings held and attended by each member of the Committee during the year, can be found in the Directors' Report. The committee comprises at least three independent Non-Executive Directors and is chaired by an independent Non-Executive Director.

As well as providing an overview of people issues, particularly talent management, succession and development planning for senior management and diversity, the committee advises the Board on remuneration policies and practices, evaluates the performance of the CEO against pre-agreed goals, and makes recommendations to the Board on remuneration of the CEO and the senior management team.

The Human Resources and Remuneration Committee Charter is available in the Governance section of the Company's website, www.aristocrat.com.

The committee regularly obtains and considers advice from the remuneration consultants which have been appointed by the Board.

Recommendation 8.2 – Disclosure of Executive and Non-Executive Director remuneration policy

Details of the principles and amounts of remuneration of Non-Executive, Executive Directors and specific senior executives who are designated as Key Management Personnel, are set out in the Remuneration Report, which also includes disclosures on equity-based remuneration provided by the Group.

Recommendation 8.3 - Policy on hedging equity incentive schemes

The Group's Share Trading Policy prohibits the hedging of unvested performance share rights and vested securities that are subject to disposal restrictions at all times, irrespective of trading windows. This is in line with the requirements of the Corporations Act, and is intended to prevent transactions which could have the effect of distorting the proper functioning of performance hurdles or reducing the intended alignment between management's and shareholders' interests.

For the purposes of this policy, hedging includes the entry into any derivative transaction within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars) and any other transaction in financial products which operate to limit (in any way) the economic risk associated with holding the relevant securities.

The Share Trading Policy is available in the Governance section of the Company's website, www.aristocrat.com.