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ARISTOCRAT  
LEISURE  
LIMITED

ANNUAL  
REPORT

ARISTOCRAT



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# Contents

## **2015 Annual Report**

This 2015 Aristocrat Leisure Limited Annual Report for the financial year ended 30 September 2015 complies with reporting requirements and contains statutory financial statements.

This document is not a concise report prepared under section 314 (2) of the Corporations Act. The Aristocrat Group has not prepared a concise report for the 2015 financial year.

## **2015 Online Business Review**

The 2015 Online Business Review contains reports from the Chairman and Managing Director on the Group's business and operational highlights, an overview of Group strategy and its business initiatives.

The 2015 Online Business Review can be found on the Group's website: [www.aristocratgaming.com](http://www.aristocratgaming.com).

## **2016 Annual General Meeting**

The 2016 Annual General Meeting will be held at 11.00am on Wednesday, 24 February 2016 at The Aristocrat Head Office, Building A, Pinnacle Office Park, 85 Epping Road, North Ryde, 2113.

Details of the business of the meeting will be contained in the notice of Annual General Meeting, to be sent to shareholders separately.

## **2015 Corporate Governance Statement**

The 2015 Corporate Governance Statement can be found on the Group's website: [www.aristocratgaming.com](http://www.aristocratgaming.com).

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## Company Profile

Aristocrat Leisure Limited (ASX: ALL) is a leading global provider of gaming solutions. The Company is licensed by over 200 regulators and its products and services are available in over 90 countries around the world. Aristocrat offers a diverse range of products and services including Class II and Class III gaming machines and casino management systems. The Group also operates within the on-line social gaming and real money wager markets. For further information visit the Group's website at [www.aristocratgaming.com](http://www.aristocratgaming.com).

## Key Dates\*

### 2015

|  |                 |
|--|-----------------|
| <b>Record date for Final 2015 Dividend</b> | 2 December 2015 |
|--|-----------------|

|   |                  |
|---|------------------|
| <b>Payment date for Final 2015 Dividend</b> | 18 December 2015 |
|---|------------------|

### 2016

|                                    |                  |
|------------------------------------|------------------|
| <b>2016 Annual General Meeting</b> | 24 February 2016 |
|------------------------------------|------------------|

|   |             |
|---|-------------|
| <b>Interim Results Announcement (6 months ending 31 March 2016)</b> | 26 May 2016 |
|---|-------------|

|  |                  |
|--|------------------|
| <b>Full Year Results Announcement (12 months ending 30 September 2016)</b> | 30 November 2016 |
|--|------------------|

\*Dates subject to change.

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## Directors' Report

### For the 12 months ended 30 September 2015

The Directors present their report together with the financial statements of the Company and its subsidiaries (the Group) for the 12 months ended 30 September 2015 (the financial year). The information in this report is current as at 25 November 2015 unless otherwise specified.

This Directors' Report has been prepared in accordance with the requirements of Division 1 of part 2M.3 of the *Corporations Act 2001* (Cth) (the Act).

### Review and results of operations

A review of the operations of the Group for the financial year is set out in the Review of Operations which forms part of this Directors' Report.

### Financial results

The reported result of the Group attributable to shareholders for the 12 months ended 30 September 2015 was a profit of \$186.4 million after tax (2014: loss of \$16.4 million).

Further details regarding the financial results of the Group are set out in the Review of Operations and financial statements.

### Dividends

Since the end of the financial year, the Directors have authorised the payment of a final dividend of 9.0 cents (2014: 8.0 cents) per fully paid ordinary share. Details of the dividends paid and declared during the financial year are set out in Note 7 to the financial statements.

### Remuneration Report

Details of the remuneration policies in respect of the Group's Key Management Personnel are detailed in the Remuneration Report which forms part of this Directors' Report.

### Sustainability

The sustainability section contained within the 2015 Online Business Review forms part of this Directors' Report and integrates a wider range of non-financial management issues as the Group moves to improve its sustainable reporting standards.

### Directors' particulars, experience and special responsibilities

#### Current Directors

The Directors of the Company throughout the financial year and up to the date of this report are:

| Director  | Experience and other directorships   | Special responsibilities                                 |
|---|--|--|
| <b>ID Blackburne</b><br>BSc (Hons),<br>MBA, PhD<br>Age 69 | Nominated December 2009.<br>Appointed 17 September 2010. <ul style="list-style-type: none"><li>Chairman, Recall Holdings Limited</li><li>Director, Teekay Corporation (listed on the NYSE)</li><li>Former Chairman, CSR Limited and Australian Nuclear Science and Technology Organisation</li><li>Former Director, Suncorp-Metway Limited and Symbion Health Limited</li><li>Former Managing Director, Caltex Australia Limited</li></ul> | Non-Executive Chairman<br>Member of each Board Committee |
| <b>JR Odell</b><br>MBA<br>Age 57                          | Nominated December 2008. Appointed May 2009. <ul style="list-style-type: none"><li>Former Managing Director, Australia, Asia and Pacific, Foster's Group Limited</li><li>Former Executive, Allied Domecq in the UK and Asia Pacific</li><li>Former Managing Director, Lyons Tetley Australia</li></ul>   | Managing Director and Chief Executive Officer            |

# Directors' Report

## Current Directors continued

| Director  | Experience and other directorships  | Special responsibilities  |
|---|---|---|
| <b>DCP Banks</b><br>BBus (Mgt)<br>Age 63                            | Nominated October 2010. Appointed 12 July 2011.<br><ul style="list-style-type: none"> <li>- Former Group Chief Operating Officer of Galaxy Entertainment Group (Macau)</li> <li>- Former Chief Executive (Casinos Division) of Tabcorp Holdings Limited</li> <li>- Former Chief Executive Officer of Star City Holdings Limited</li> <li>- Former President, Australasian Casinos Association</li> <li>- Former Director, Australian Gaming Council</li> </ul>  | Chair, Audit Committee<br>Member, Regulatory and Compliance Committee   |
| <b>KM Conlon</b><br>BEc, MBA<br>Age 52                              | Nominated January 2014. Appointed 21 February 2014.<br><ul style="list-style-type: none"> <li>- Director of REA Group Limited and Lynas Corporation Limited</li> <li>- Member, Chief Executive Women</li> <li>- Former President, NSW Council and National Board, Australian Institute of Company Directors</li> <li>- Former Partner and Director, Boston Consulting Group (BCG), and former Director of CSR Limited</li> </ul>  | Chair, Human Resources and Remuneration Committee<br>Member, Regulatory and Compliance Committee                      |
| <b>RA Davis</b><br>BEc (Hons),<br>M Philosophy<br>Age 64            | Nominated November 2004. Appointed June 2005.<br><ul style="list-style-type: none"> <li>- Chairman, Bank of Queensland Limited</li> <li>- Director, Argo Investments Limited, AIG Australia Limited and Ardent Leisure Management Limited</li> <li>- Former Chairman, Centric Wealth Advisors Limited and Charter Hall Office REIT</li> <li>- Former Director, Territory Insurance Office and Trust Company Limited</li> <li>- Former Senior Executive, Citicorp and CitiGroup Inc in the United States and Japan</li> <li>- Former Group Managing Director, ANZ Banking Group Limited</li> </ul> | Member, Audit Committee<br>Member, Human Resources and Remuneration Committee   |
| <b>RV Dubs</b><br>BSc (Hons),<br>Dr ès Sc,<br>FTSE, FAICD<br>Age 63 | Nominated December 2008. Appointed June 2009.<br><ul style="list-style-type: none"> <li>- Director, ASC Pty Ltd and ANU Enterprise Pty Ltd</li> <li>- Former Chair, Space Industry Innovation Council</li> <li>- Former Deputy Vice-Chancellor (External Relations), University of Technology Sydney</li> <li>- Former VP Operations, Thales ATM SA (France)</li> <li>- Former Director, Structural Monitoring Systems Plc, Thales ATM Pty Limited, Thales ATM Inc (USA) and Thales ATM Navigation GmbH (Germany)</li> <li>- Former Chairman, Thales ATM spA (Italy)</li> </ul>                   | Chair, Regulatory and Compliance Committee<br>Member, Audit Committee   |
| <b>SW Morro</b><br>BA, Business Administration<br>Age 57            | Nominated December 2009. Appointed 17 December 2010.<br><ul style="list-style-type: none"> <li>- Former Chief Operating Officer and President, IGT Gaming Division</li> </ul>   | Lead US Director<br>Member, Regulatory and Compliance Committee<br>Member, Human Resources and Remuneration Committee |

# Directors' Report

## Directors' attendance at Board and committee meetings during the financial year

The attendance of members of the Board at Board meetings and attendance of members of committees at committee meetings of which they are voting members is set out below.

### (Meetings attended/held)

| Director      | Board | Audit Committee | Human Resources and Remuneration Committee | Regulatory and Compliance Committee |
|---------------|-------|-----------------|--|-------------------------------------|
| ID Blackburne | 12/12 | 4/4             | 4/4  | 5/5                                 |
| JR Odell      | 12/12 | –               | –  | –                                   |
| DCP Banks     | 11/12 | 4/4             | –  | 5/5                                 |
| KM Conlon     | 12/12 | –               | 4/4  | 5/5                                 |
| RA Davis      | 12/12 | 4/4             | 4/4  | –                                   |
| SW Morro      | 12/12 | –               | 4/4  | 5/5                                 |
| RV Dubs       | 12/12 | 4/4             | –  | 5/5                                 |

## Company Secretary

Mrs A Korsanos was Company Secretary during the financial year.

## Principal activities

The principal activities of the Group during the financial year were the design, development and distribution of gaming content, platforms and systems. The Group also operates within the on-line social gaming and real money wager markets. The Company's objective is to be the leading global provider of gaming solutions. There were no significant changes in the nature of those activities during the financial year.

## Significant changes in the state of affairs

Except as outlined below and elsewhere in this Directors' Report, there were no significant changes in the state of affairs of the Group during the financial year.

## Events after balance date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial reporting periods.

## Likely developments and expected results

Likely developments in the operations of the Group in future financial years and the expected results of operations are referred to in the Review of Operations which forms part of this Directors' Report.

The Directors believe that disclosure of further information as to likely developments in the operations of the Group and the likely results of those operations would, in their opinion, be speculative and/or prejudice the interests of the Group.

## Options over share capital

No options over Company shares were granted to executives or Directors during the financial year. There were no unissued shares or interests in the Company subject to options at the date of this Directors' Report and no Company shares or interests issued pursuant to exercised options during or since the end of the financial year.

## Indemnities and insurance premiums

The Company's Constitution provides that the Company will indemnify each officer of the Company against any liability incurred by that officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of that officer's duties to the extent permitted by law.

An officer for the purpose of this provision includes any Director or Secretary of the Company or the Company's subsidiaries, executive officers or employees of the Company or its subsidiaries and any person appointed as a trustee by, or acting as a trustee at the request of, the Company, and includes former Directors.

## Directors' Report

In accordance with the Company's Constitution, the Company has entered into deeds of access, indemnity and insurance and deeds of indemnity for identity theft with each Director and nominated officers of the Company. No amount has been paid pursuant to those indemnities during the financial year to the date of this Directors' Report.

The Company has paid a premium in respect of a contract insuring officers of the Company and its related bodies corporate against any liability incurred by them arising out of the conduct of the business of the Company or in or arising out of the discharge of their duties. In accordance with normal commercial practices, under the terms of the insurance contracts, the details of the nature and extent of the liabilities insured against and the amount of premiums paid are confidential.

### Environmental regulation

The Group's operations have a limited impact on the environment. The Group is subject to a number of environmental regulations in respect of its integration activities. The Company does not manufacture gaming machines, it only integrates (assembles) machines and systems in Australia, the USA, Macau, the UK, South Africa and New Zealand. The Company uses limited amounts of chemicals in its assembly process. The Directors are not aware of any breaches of any environmental legislation or of any significant environmental incidents during the financial year.

Based on current emission levels, the Company is not required to register and report under the *National Greenhouse and Energy Reporting Act 2007* (Cth) (NGER Act). However, the Company continues to receive reports and monitors its position to ensure compliance with the NGER Act.

The Company is committed to not only complying with the various environmental laws to which its operations are subject, but also to achieving a high standard of environmental performance across all its operations. The Company is aware of, and continues to plan for, new Australian regulatory requirements on climate change. It is the Company's view that climate change does not pose any significant risks to its operations in the short to medium term. Throughout the Group, new programs and initiatives have been introduced to ensure the Company is well prepared for new regulatory regimes and to reduce its carbon footprint.

### Proceedings on behalf of the Company

No proceedings have been brought on behalf of the Company under section 236 of the Act nor has any application been made in respect of the Company under section 237 of the Act.

### Auditor

PricewaterhouseCoopers continues in office in accordance with section 327 of the Act.

### Non-audit services provided by the auditor

The Company, with the prior approval of the Chair of the Audit Committee, may decide to employ PricewaterhouseCoopers, the Company's auditor, on assignments additional to its statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important. The Company has a Charter of audit independence which specifies those non-audit services which cannot be performed by the Company auditor. The Charter also sets out the procedures which are required to be followed prior to the engagement of the Company's auditor for any non-audit related service.

Details of the amounts paid or payable to the Company's auditor, for audit and non-audit services provided during the financial year, are set out in Note 29 to the financial statements.

The Board of Directors has considered the position and, in accordance with the advice received from the Audit Committee, is satisfied that the provision of the non-audit services as set out in Note 29 to the financial statements is compatible with the general standard of independence for auditors imposed by the Act for the following reasons:

- All non-audit services have been reviewed by the Audit Committee to ensure they do not impact the impartiality and objectivity of the auditor.
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

A copy of the auditor's independence declaration is attached to this Directors' Report.

### Loans to Directors and executives

No Director or executive held any loans with the Company during the financial year.

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## Directors' Report

### Rounding of amounts to nearest thousand dollars

The Company is of a kind referred to in Australian Securities and Investments Commission Class Order 98/0100 dated 10 July 1998 (updated by Class Order 05/641 effective 28 July 2005 and Class Order 06/51 effective 31 January 2006) relating to the 'rounding off' of amounts in the Directors' Report and the financial statements. Amounts in the Directors' Report and the financial statements have been rounded off to the nearest thousand dollars in accordance with that Class Order.

This report is made in accordance with a resolution of the Directors and is signed for and on behalf of the Directors.



**Dr ID Blackburne**

Chairman

25 November 2015

## Review of Operations

### for the 12 months to 30 September 2015

Key performance indicators for the current period and prior period are set out below on a normalised basis excluding significant items and results of discontinued operations. Refer to page 13 for a reconciliation of statutory profit to normalised profit after tax and before amortisation of acquired intangibles and details of significant items and discontinued operations.

| A\$ million  | Constant currency <sup>2</sup> |                           | Variance vs 12 months to 30 September 2014 |                                  |            |
|--|--------------------------------|---------------------------|--|----------------------------------|------------|
|  | 12 months to 30 Sept 2015      | 12 months to 30 Sept 2015 | 12 months to 30 Sept 2014                  | Constant currency <sup>2</sup> % | Reported % |
| <b>Normalised results<sup>1</sup></b>  |                                |                           |  |                                  |            |
| Total segment revenue from ordinary activities                                 | 1,381.6                        | <b>1,582.4</b>            | 839.0                                      | 64.7                             | 88.6       |
| Earnings before interest, tax and depreciation (EBITDA)                        | 441.7                          | <b>523.1</b>              | 219.3                                      | 101.4                            | 138.5      |
| Earnings before interest, tax and amortisation of acquired intangibles (EBITA) | 361.9                          | <b>431.0</b>              | 178.3                                      | 103.0                            | 141.7      |
| Profit after tax   | 158.2                          | <b>191.5</b>              | 130.2                                      | 21.5                             | 47.1       |
| Net profit after tax before amortisation of acquired intangibles (NPATA)       | 194.2                          | <b>236.1</b>              | 132.0                                      | 47.1                             | 78.9       |
| Earnings per share (fully diluted)   | 24.9c                          | <b>30.1c</b>              | 22.8c                                      | 9.2                              | 32.0       |
| Earnings per share before amortisation of acquired intangibles (fully diluted) | 30.5c                          | <b>37.1c</b>              | 23.1c                                      | 32.0                             | 60.6       |
| Total dividend per share   | 17.0c                          | <b>17.0c</b>              | 16.0c                                      | 6.3                              | 6.3        |
| <b>Reported results</b>  |                                |                           |  |                                  |            |
| Profit after tax   | 177.6                          | <b>186.4</b>              | (16.4)                                     | n/a                              | n/a        |
| Net profit after tax before amortisation of acquired intangibles (NPATA)       | 213.6                          | <b>231.0</b>              | (14.6)                                     | n/a                              | n/a        |
| <b>Balance sheet/cash flow</b>   |                                |                           |  |                                  |            |
| Net working capital/revenue  | 10.3%                          | <b>9.0%</b>               | 23.5%                                      | 13.2pts                          | 14.5pts    |
| Operating cash flow  | 369.5                          | <b>437.6</b>              | 158.8                                      | 132.7                            | 175.6      |
| Normalised operating cash flow <sup>1</sup>                                    | 379.4                          | <b>449.3</b>              | 164.4                                      | 130.8                            | 173.3      |
| Normalised operating cash flow conversion <sup>1</sup>                         | 195%                           | <b>190%</b>               | 125%                                       | 70.0pts                          | 65.0pts    |
| Closing (net debt)/cash  | n/a                            | <b>(1,450.6)</b>          | 171.3                                      | n/a                              | n/a        |
| Gearing (net debt/consolidated EBITDA as defined in Credit Agreement)          | n/a                            | <b>2.6</b>                | (0.8)                                      | n/a                              | n/a        |

1. Normalised results and operating cash flow are statutory profit (before and after tax) and operating cash flow, excluding the impact of certain significant items and discontinued operations. Significant items are items of income or expense which are either individually or in aggregate, material to Aristocrat and are either outside the ordinary course of business or part of the ordinary activities of the business but unusual due to their size and nature. Discontinued operations relate to the Lotteries business which was sold on 29 September 2014 and the Japan Pachislot business which was sold on 29 May 2015.
2. Results for 12 months to 30 September 2015 adjusted for translational exchange rates using rates applying in 2014.

The information presented in this Review of Operations has not been audited in accordance with the Australian Auditing Standards.

# Review of Operations

## Group performance summary

Normalised profit after tax and before amortisation of acquired intangibles ('NPATA') of \$236.1 million for the period represented a 78.9% increase (47.1% in constant currency) compared to \$132.0 million in the prior corresponding period. Revenue increased by 88.6% (64.7% in constant currency) due largely to the sustained performance in North American Gaming Operations across both Class III and Class II with the acquisition of Video Gaming Technologies Inc ('VGT') completed on 20 October 2014, outstanding growth in the Australian outright sales market and strengthening performance in Digital. Normalised fully diluted earnings per share before amortisation of acquired intangibles of 37.1 cents represent a 60.6% increase on the prior corresponding period.

Normalised operating cash flow was higher than the prior corresponding period. The Group has continued to invest in talent and technology in line with our strategy during the reporting period, with a particular focus on key recurring revenue segments, and important outright sales markets.

Discontinued operations relate to the Lotteries business, sold in September 2014 and the Japan Pachislot business, which was sold in May 2015.

The Group's performance between years is reconciled in the table below:

| A\$ million                | 12 months to<br>30 September |
|----------------------------|------------------------------|
| NPATA 2014                 | 132.0                        |
| Americas                   | 156.8 ↑                      |
| ANZ                        | 18.7 ↑                       |
| Digital                    | 19.4 ↑                       |
| International Class III    | 1.2 ↑                        |
| Corporate costs            | (15.2) ↑                     |
| Group D&D expense          | (38.6) ↑                     |
| Interest                   | (48.5) ↑                     |
| Income tax rate movement   | (31.6) ↑                     |
| Foreign exchange movements | 41.9 ↑                       |
| <b>NPATA 2015</b>          | <b>236.1</b>                 |

Strong growth in our North America business drove a \$156.8 million improvement in post-tax profit compared to the prior period, due to the inclusion of VGT Class II gaming operations, supported by improved outright sales share and significant share, fee per day ('FPD') and profit growth from our Class III premium gaming operations business.

Australia delivered significant share gains across key markets driven by the top performing *Helix*<sup>TM</sup> cabinet and strong performing new games. Digital delivered strong earnings growth due to continued success on Facebook and the launch and growth of *Heart of Vegas*<sup>TM</sup> on mobile since the prior corresponding period.

Asia Pacific performance improved with strong sales into new Macau openings during the period.

The Group's strategic investments in talent and technology are delivering strong competitive product across all key markets and segments in line with its strategy.

The Group's interest charge and effective tax rate ('ETR') have both increased significantly following the acquisition of VGT.

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# Review of Operations

## Regional performance summary

Operational improvement continues as is evidenced by the following key performance drivers across the Group's core segments during this reporting period:

### 1. Americas

- Significant share and profit growth in the Class III premium gaming operations segment with the install base increasing 8.1% to 9,808 units, in a flat market.
- Revenue enhancement and floor optimisation initiatives in VGT Class II gaming operations commenced in the second half of 2014 drove an increase in average FPD of 7.5% to US\$39.21.
- Incremental ship share in the outright sales segment, despite a declining market, on the strength of an expanding product portfolio, strong market penetration of the *Helix*<sup>TM</sup> cabinet and the highly successful launch of the *Arc*<sup>TM</sup> cabinet late in the year.
- Continued market penetration of the *OASIS*<sup>TM</sup> Onelink and *OASIS*<sup>TM</sup> HALo systems product offerings into the *OASIS*<sup>TM</sup> install base and across multiple platforms.

### 2. Australia and New Zealand

- Market leading ship share was achieved across the region led by the key markets of NSW and Queensland driven by a portfolio of games which provides breadth of product categories and depth of performing games. Share gains were delivered across other markets as the new *Helix*<sup>TM</sup> cabinet and proven performing game content were introduced.
- Since launch, the *Helix*<sup>TM</sup> cabinet has been the top performing cabinet across the key markets of NSW and Queensland. Performance has been driven by both cabinet design and the quality of supporting content. The breadth and depth of content has also ensured strong performance support for the *Viridian WS*<sup>TM</sup> cabinet.
- In NSW, the share of units in the Top 50 has increased from 64% to 76% and has increased in Queensland from 19% to 64%.
- Aristocrat again demonstrated market leadership at the Australasian Gaming Expo showcasing new innovative cabinets and content and the launch of the 'Precinct' bringing customers and the industry together.

### 3. International Class III

- Secured market leading share of new Macau openings.
- *Good Fortune*<sup>TM</sup> link with over 800 shipments throughout the Asia Pacific region continues to perform above floor in all venues.
- Successful launch of the new *Helix*<sup>TM</sup> cabinet throughout rest of world markets.
- Strong interest across all markets for premium content on new innovative cabinet forms like *Wonder Wheels*<sup>TM</sup>, *Behemoth*<sup>TM</sup>, *Arc*<sup>TM</sup> Single and *Arc*<sup>TM</sup> Double cabinets.

### 4. Digital

- Continued growth in Product Madness profitability driven by growth of *Heart of Vegas*<sup>TM</sup> ('HOV') on Facebook and iOS, and the launch on Android late in the period.
- Daily active user ('DAU') numbers averaged 799,840 and ended 1,089,584.
- Overall average revenue per daily active user (ARPDau) was US 38c for the period.

## Review of Operations

### Profit and loss

Results in the current period and prior corresponding period are at reported currency and normalised for significant items and discontinued operations. Segment profit is stated before amortisation of acquired intangibles.

#### Summary profit and loss

| A\$ million   | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance<br>\$ | Variance<br>% |
|---|-----------------------------|-----------------------------|----------------|---------------|
| <b>Segment revenue</b>  |                             |                             |                |               |
| Australia and New Zealand   | 314.1                       | 223.8                       | 90.3           | 40.3          |
| Americas  | 980.4                       | 459.7                       | 520.7          | 113.3         |
| International Class III   | 140.3                       | 105.2                       | 35.1           | 33.4          |
| Digital   | 147.6                       | 50.3                        | 97.3           | 193.4         |
| <b>Total segment revenue</b>  | <b>1,582.4</b>              | <b>839.0</b>                | <b>743.4</b>   | <b>88.6</b>   |
| <b>Segment profit</b>   |                             |                             |                |               |
| Australia and New Zealand   | 113.8                       | 89.7                        | 24.1           | 26.9          |
| Americas  | 451.3                       | 176.9                       | 274.4          | 155.1         |
| International Class III   | 51.7                        | 41.4                        | 10.3           | 24.9          |
| Digital   | 50.2                        | 17.0                        | 33.2           | 195.3         |
| <b>Total segment profit</b>   | <b>667.0</b>                | <b>325.0</b>                | <b>342.0</b>   | <b>105.2</b>  |
| <b>Unallocated expenses</b>   |                             |                             |                |               |
| Group D&D expense   | (191.4)                     | (121.2)                     | (70.2)         | (57.9)        |
| Foreign exchange  | 1.0                         | (5.1)                       | 6.1            | 119.6         |
| Corporate   | (45.6)                      | (20.4)                      | (25.2)         | (123.5)       |
| <b>Total unallocated expenses</b>   | <b>(236.0)</b>              | <b>(146.7)</b>              | <b>(89.3)</b>  | <b>(60.9)</b> |
| <b>EBIT before amortisation of acquired intangibles (EBITA)</b>                 |                             |                             |                |               |
|   | <b>431.0</b>                | <b>178.3</b>                | <b>252.7</b>   | <b>141.7</b>  |
| Amortisation of acquired intangibles  | (70.2)                      | (2.4)                       | (67.8)         | (2,825.0)     |
| <b>EBIT</b>   | <b>360.8</b>                | <b>175.9</b>                | <b>184.9</b>   | <b>105.1</b>  |
| Interest  | (81.3)                      | (8.0)                       | (73.3)         | (916.3)       |
| <b>Profit before tax</b>  | <b>279.5</b>                | <b>167.9</b>                | <b>111.6</b>   | <b>66.5</b>   |
| Income tax  | (88.0)                      | (37.7)                      | (50.3)         | (133.4)       |
| <b>Profit after tax</b>   | <b>191.5</b>                | <b>130.2</b>                | <b>61.3</b>    | <b>47.1</b>   |
| Amortisation of acquired intangibles after tax                                  | 44.6                        | 1.8                         | 42.8           | 2,377.8       |
| <b>Profit after tax and before amortisation of acquired intangibles (NPATA)</b> | <b>236.1</b>                | <b>132.0</b>                | <b>104.1</b>   | <b>78.9</b>   |

## Review of Operations

| Key metrics                          | % of revenue                |                             | Variance   |
|--------------------------------------|-----------------------------|-----------------------------|------------|
|                                      | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Pts        |
| <b>Segment profit margin</b>         |                             |                             |            |
| Australia and New Zealand            | 36.2                        | 40.1                        | (3.9)      |
| Americas                             | 46.0                        | 38.5                        | 7.5        |
| International Class III              | 36.8                        | 39.4                        | (2.6)      |
| Digital                              | 34.0                        | 33.8                        | 0.2        |
| <b>Overall segment profit margin</b> | <b>42.2</b>                 | <b>38.7</b>                 | <b>3.5</b> |
| Group D&D expense                    | 12.1                        | 14.4                        | (2.3)      |
| EBITA                                | 27.2                        | 21.3                        | 5.9        |
| NPATA                                | 14.9                        | 15.7                        | (0.8)      |
| Effective tax rate (%)               | 31.5                        | 22.5                        | 9.0        |

### Revenue by strategic segment

| A\$ million                        | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance     | Variance<br>% |
|------------------------------------|-----------------------------|-----------------------------|--------------|---------------|
| <b>Segment revenue</b>             |                             |                             |              |               |
| Gaming Operations                  | 574.8                       | 150.1                       | 424.7        | 282.9         |
| Digital                            | 147.6                       | 50.3                        | 97.3         | 193.4         |
| Class III Outright Sales and Other | 860.0                       | 638.6                       | 221.4        | 34.7          |
| <b>Total segment revenue</b>       | <b>1,582.4</b>              | <b>839.0</b>                | <b>743.4</b> | <b>88.6</b>   |

|   | % of revenue                |                             | Variance |
|---|-----------------------------|-----------------------------|----------|
|   | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Pts      |
| Share of segment revenue from recurring sources | 45.7                        | 23.9                        | 21.8     |

### Revenue

Segment revenue increased \$743.4 million or 88.6% in reported currency (64.7% in constant currency). In addition to VGT, which drove \$357.2 million of the growth, revenue grew across all three of our strategic segments: Gaming Operations; Digital; and Class III Outright Sales and Other.

The Class III premium gaming operations installed base grew 8.1% to 9,808.

In Class III Outright Sales, overall North American ship share increased circa 2.3 ppts, despite a contraction in market size of approximately 11.4% compared to the prior corresponding period. Unit sales revenue was up 12.5%, driven by the sales volume increase and an improvement in average selling price ('ASP'). In Latin America, revenue in USD terms increased 43.5% due to growth in new unit sales volume combined with continued emphasis on recurring revenue.

In Australia and New Zealand revenue increased by 40.3% to A\$313.9 million in constant currency terms, due to strong ship share gains across all key markets. ASP increased 19.0% as a result of a more favourable product mix of high performing premium content and the release of the *Helix*<sup>TM</sup> cabinet across all markets.

In International Class III revenue was up 14.2% to A\$120.1 million in constant currency terms, driven by growth in Asia Pacific.

In Digital revenue increased by 145.3% to A\$123.4 million in constant currency terms, primarily due to the launch and growth of *Heart of Vegas*<sup>TM</sup> on mobile platforms.

## Review of Operations

### Earnings

Segment profit increased \$342.0 million in reported currency, up 105.2% compared with the prior corresponding period (77.8% in constant currency).

Consistent with revenue delivery, earnings were strengthened by the inclusion of VGT as well as growth across our strategic segments, Class III premium gaming operations and Digital, both part of our increasing recurring revenue footprint.

The Group continues to invest significantly in better games through new talent and new technology, with ongoing efficiencies reinvested in core product development and capability. The Group's investment in D&D spend, as a percentage of revenue, was 12.1% (12.4% on a constant currency basis) compared to 14.4% of revenues in the prior corresponding period. Total reported spend increased \$70.2 million or 57.9% (41.1% in constant currency).

Corporate costs increased by \$19.1 million compared to the prior corresponding period mainly driven by higher legal costs and variable employee compensation.

Amortisation of acquired intangibles increased by \$67.8 million, driven by the intangibles recognised on the acquisition of the VGT business.

Interest expense increased \$73.3 million to \$81.3 million reflecting the cash interest and amortisation of upfront fees on the US\$1.3 billion Term Loan B facility drawn down on 20 October 2014 to fund the VGT acquisition.

The ETR for the reporting period was 31.5% compared to 22.5% in the prior corresponding period. The increase in ETR is driven by mix of earnings particularly impacted by the acquisition of VGT.

### Reconciliation of statutory profit to NPATA

| A\$ million   | 30 Sep 2015  | 30 Sep 2014  |
|---|--------------|--------------|
| Statutory profit/(loss) as reported in the financial statements                                   | 186.4        | (16.4)       |
| Amortisation of acquired intangibles (tax effected)   | 44.6         | 1.8          |
| Reported profit after tax before amortisation of acquired intangibles (Reported NPATA)            | 231.0        | (14.6)       |
| Add back (profit)/loss from discontinued operations – Japan                                       | (28.0)       | 87.9         |
| Add back (profit)/loss from discontinued operations – Lotteries                                   | (1.7)        | 45.6         |
| Add back net (profit)/loss from significant items   | 34.8         | 13.1         |
| <b>Normalised Profit After Tax before amortisation of acquired intangibles (Normalised NPATA)</b> | <b>236.1</b> | <b>132.0</b> |

### Significant items

| A\$ million  | 12 months to 30 Sep 2015 |               |
|--|--------------------------|---------------|
|  | Before tax               | After tax     |
| Contingent consideration related to acquisition of Product Madness   | (8.4)                    | (8.4)         |
| Impairment of legacy inventory                                       | (11.9)                   | (7.4)         |
| Acquisition related transaction, integration and restructuring costs | (30.7)                   | (19.0)        |
| <b>Net loss from significant items</b>                               | <b>(51.0)</b>            | <b>(34.8)</b> |

**Discontinued Operations:** The Group sold the Lotteries business in September 2014 and sold the Japan Pachislot business in May 2015 following the de-risking of this business via a significant impairment charge in fiscal 2014. The Review of Operations has restated the prior corresponding period to reflect the treatment of these businesses as discontinued operations.

#### Significant Items:

**Contingent consideration related to acquisition of Product Madness:** The Group's reported result after tax for the year included an abnormal expense of \$8.4 million relating to contingent consideration in the acquisition of Product Madness. The earn-out period concludes 31 December 2015.

**Impairment of legacy inventory:** The Group's reported result after tax for the year included an abnormal expense of \$7.4 million relating to the impairment of legacy inventory in the North America business following the successful launch of the *Helix*<sup>TM</sup> cabinet.

## Review of Operations

**Acquisition related transaction and restructuring costs:** The Group's reported result after tax for the year included an abnormal expense of \$19.0 million relating to the acquisition of VGT for US\$1.3 billion. Costs incurred primarily represent transaction fees payable on completion to advisors, in addition to legal and consulting costs and restructuring costs arising from organisation changes made in relation to the VGT acquisition.

### Balance sheet and cash flows

#### Balance sheet

The balance sheet can be summarised as follows:

| A\$ million                                | 30 Sep 2015    | 31 Mar 2015    | 30 Sept 2014   |
|--|----------------|----------------|----------------|
| Cash and cash equivalents                  | 329.0          | 159.7          | 285.9          |
| Property, plant and equipment              | 203.5          | 185.7          | 121.4          |
| Intangible assets                          | 1,941.8        | 1,814.1        | 130.5          |
| Other assets                               | 744.4          | 694.7          | 574.9          |
| <b>Total assets</b>                        | <b>3,218.7</b> | <b>2,854.2</b> | <b>1,112.7</b> |
| Current borrowings                         | 0.1            | 2.7            | 114.4          |
| Non-current borrowings                     | 1,779.5        | 1,633.9        | 0.2            |
| Payables, provisions and other liabilities | 521.7          | 431.4          | 292.0          |
| Total equity                               | 917.4          | 786.2          | 706.1          |
| <b>Total liabilities and equity</b>        | <b>3,218.7</b> | <b>2,854.2</b> | <b>1,112.7</b> |
| Net working capital                        | 142.7          | 242.7          | 196.9          |
| Net working capital % revenue              | 9.0            | 20.9           | 23.5           |
| Normalised net working capital % revenue   | 14.4           | 27.5           | 25.0           |
| Net debt/(cash)                            | 1,450.6        | 1,476.9        | (171.3)        |

The balance sheet was significantly influenced by the acquisition of VGT. The transaction closed on 20 October 2014.

Significant balance sheet movements from 30 September 2014 are:

*Net working capital:* Normalised for deferred and contingent consideration on the VGT and Product Madness acquisitions, net working capital as a percentage of annual revenue reduced to 14.4% from 25.0%. This was due to a higher recurring revenue mix driven by the highly cash generative profile of VGT in addition to returns from improved cash management.

*Property, plant and equipment:* The \$82.1 million increase primarily relates to the acquisition of VGT.

*Intangible assets:* The \$1.8 billion increase relates primarily to the acquisition of the VGT business – predominantly goodwill, customer relationships and technology intangible assets.

*Total equity:* The change in total equity reflects the result for the year and changes in reserves due to currency movements, net of dividends paid during the year.

## Review of Operations

### Statement of cash flows

The movement in net debt (debt less cash), after eliminating foreign exchange movements, is set out below:

| <b>Operating cash flow</b><br>A\$ million          | <b>12 months to</b><br><b>30 Sep 2015</b> | <b>12 months to</b><br><b>30 Sep 2014</b> | <b>Change</b><br><b>%</b> |
|--|---|---|---------------------------|
| EBITDA   | 523.1                                     | 219.3                                     | 138.5                     |
| Change in net working capital                      | 54.2                                      | 22.0                                      | 146.4                     |
| Interest and tax                                   | (90.9)                                    | (26.5)                                    | (243.0)                   |
| Other cash and non-cash movements                  | (48.8)                                    | (56.0)                                    | 12.9                      |
| <b>Operating cash flow</b>                         | <b>437.6</b>                              | <b>158.8</b>                              | <b>175.6</b>              |
| One-off and discontinued items                     | 11.7                                      | 5.6                                       | 108.9                     |
| <b>Operating cash flow (normalised)</b>            | <b>449.3</b>                              | <b>164.4</b>                              | <b>173.3</b>              |
| <b>Operating cash flow (normalised) less capex</b> | <b>309.8</b>                              | <b>74.2</b>                               | <b>317.5</b>              |
| <b>Operating cash flow (normalised) % NPATA</b>    | <b>190.3</b>                              | <b>124.5</b>                              | <b>52.9</b>               |
| <b>Operating cash flow (normalised) % EBITDA</b>   | <b>85.9</b>                               | <b>75.0</b>                               | <b>14.5</b>               |
| <b>Consolidated cash flow</b><br>A\$ million       | <b>12 months to</b><br><b>30 Sep 2015</b> | <b>12 months to</b><br><b>30 Sep 2014</b> | <b>Change</b><br><b>%</b> |
| <b>Operating cash flow</b>                         | <b>437.6</b>                              | <b>158.8</b>                              | <b>175.6</b>              |
| Capex  | (139.5)                                   | (90.2)                                    | (54.7)                    |
| Acquisitions and divestments                       | (1,452.8)                                 | 4.4                                       | n/a                       |
| <b>Investing cash flow</b>                         | <b>(1,592.3)</b>                          | <b>(85.8)</b>                             | <b>n/a</b>                |
| Proceeds from borrowings                           | 1,446.8                                   | 277.2                                     | 421.9                     |
| Repayment of borrowings                            | (153.5)                                   | (406.5)                                   | 62.2                      |
| Dividends and share payments                       | (103.3)                                   | (91.1)                                    | (13.4)                    |
| <b>Financing cash flow</b>                         | <b>1,190.0</b>                            | <b>(220.4)</b>                            | <b>n/a</b>                |
| <b>Net increase/(decrease) in cash</b>             | <b>35.3</b>                               | <b>(147.4)</b>                            | <b>1,291.4</b>            |

Normalised operating cash flow increased 173.3% compared to the prior corresponding period.

The increase in operating cash flows related to the inclusion of VGT as well as higher receipts from customers on higher revenues and cash management initiatives.

Net interest paid at \$52.2 million was \$51.0 million higher than the prior corresponding period due to the Term Loan B debt for the acquisition of VGT.

Taxes paid in the period increased to \$38.7 million driven by the increase in mix of business in North America at a higher tax rate.

Cash flow in the statutory format is set out in the financial statements.

# Review of Operations

## Funding and Liquidity

In October 2014, the Group refinanced its \$375.0 million bank debt facility with a new US\$1.3 billion Term Loan B facility maturing in October 2021. This new facility was fully drawn and used to fund the acquisition of VGT on 20 October 2014 as well as repay bank debt drawn under the existing bank debt facility. In addition, the Group also put in place a new \$100 million Revolving facility at this time to provide for additional liquidity. This facility matures in October 2019 and remains undrawn.

The Group repaid and cancelled US\$30 million from the Term Loan B facility in March 2015, with US\$1.27 billion (\$1.81 billion) outstanding as at 30 September 2015.

The Group's facilities are summarised as follows:

| Facility             | Drawn as at<br>30 Sept 2015 | Limit      | Maturity date |
|----------------------|-----------------------------|------------|---------------|
| Term Loan B facility | US\$1.27bn                  | US\$1.27bn | October 2021  |
| Revolving facility   | A\$0.0m                     | A\$100.0m  | October 2019  |
| Overdraft facilities | A\$0.0m                     | A\$7.9m    | Annual Review |

The Group's interest and debt coverage ratios are as follows:

| Ratio                      | 30 Sep 2015 | 31 Mar 2015 | 30 Sep 2014 |
|----------------------------|-------------|-------------|-------------|
| Debt/EBITDA*               | 3.1X        | 3.2X        | 0.5X        |
| Net debt (cash)/EBITDA*    | 2.6X        | 2.9X        | (0.8X)      |
| EBITDA*/interest expense** | 7.4X        | 7.0X        | 16.9X       |

\* EBITDA refers to Consolidated EBITDA for the Group as defined in Aristocrat's Syndicated Facility Agreement and other Credit agreements (also referred to as Bank EBITDA). EBITDA and interest for the periods ended 30 September 2015 and 31 March 2015 is calculated on a pro forma basis assuming a full year of ownership of VGT and based on results for a 12 month period ending on each reporting date.

\*\* Interest expense shown above includes ongoing finance fees relating to bank debt facility arrangements, such as line fees.

On 7 July 2014, the Group announced the acquisition of VGT together with a calculation of pro forma net debt/Bank EBITDA, based on the US\$1.3 billion Term Loan B facility and other acquisition funding, of 3.6X. The Group also provided a gearing target and stated that it was "targeting below 3.0X within 12 months of completion". The Group achieved that gearing target within a six month period with net debt/EBITDA declining to 2.9X as at 31 March 2015. Gearing has declined further in the six months to 30 September 2015 falling to 2.6X. The reduction in net debt/EBITDA over the reporting period reflects both earnings growth and strong free cash flow generation across the Group.

## Credit Ratings

The Group obtained credit ratings from both Moody's Investor Services and Standard & Poor's in order to support the launch of the US \$1.3 billion Term Loan B facility.

As at 30 September 2015, Aristocrat holds credit ratings of Ba2 from Moody's and BB from Standard & Poor's.

## Dividends

The Directors have authorised a final dividend in respect of the full year ended 30 September 2015 of 9.0 cents per share (\$57.3 million). Total dividends in respect of the 2015 year amount to 17.0 cents per share (\$108.0 million) and represent an increase of 6.3%, reflective of growth in performance, strength of cash flows and improved gearing.

The dividend will be unfranked and is expected to be declared and paid on 18 December 2015 to shareholders on the register at 5.00pm on 2 December 2015. 100% of the unfranked dividend will be paid out of conduit foreign income. As a result of the Group's concentration of earnings outside Australia and accumulated Australian tax losses, the dividend declared for this period will not be franked.

## Review of Operations

### Foreign exchange

Given the extent of the Group's global operations and the percentage of its earnings derived from overseas, its reported results are impacted by movements in foreign exchange rates.

In the 12 months to 30 September 2015, the Australian dollar was, on average, weaker against the US dollar when compared to the prior corresponding period. The impact of translating foreign currency (translational impact) increased revenue by \$200.8 million while increasing normalised profit after tax and before amortisation of acquired intangibles by \$41.9 million on a weighted average basis when compared with rates prevailing in the respective months in the prior year. In addition, as at 30 September 2015, the cumulative effect of the retranslation of the net assets of foreign controlled entities (recognised through the foreign currency translation reserve) was a credit balance of \$62.8 million (compared to a debit balance of \$51.3 million as at 30 September 2014).

Based on the Group's mix of profitability, the major exposure to translational foreign exchange results from the Group's US dollar profits. A US dollar 1 cent change in the US\$:A\$ exchange rate will result in an estimated \$3.0 million translational impact on the Group's annual profit after tax and before amortisation of acquired intangibles. This impact will vary as the magnitude and mix of overseas profits change.

Foreign exchange rates compared with prior corresponding periods for key currencies are as follows:

| A\$: | 30 Sept 2015 | 31 Mar 2015 | 30 Sept 2014 | 12 months to         | 12 months to         |
|------|--------------|-------------|--------------|----------------------|----------------------|
|      |              |             |              | 30 Sept 2015         | 30 Sept 2014         |
|      |              |             |              | Average <sup>1</sup> | Average <sup>1</sup> |
| USD  | 0.7010       | 0.7634      | 0.8752       | 0.7790               | 0.9159               |
| NZD  | 1.0998       | 1.0195      | 1.1216       | 1.0789               | 1.0996               |
| EUR  | 0.6236       | 0.7070      | 0.6898       | 0.6815               | 0.6769               |
| GBP  | 0.4623       | 0.5164      | 0.5384       | 0.5046               | 0.5524               |
| ZAR  | 9.7079       | 9.2784      | 9.8548       | 9.3584               | 9.7064               |
| ARS  | 6.5999       | 6.7295      | 7.4184       | 6.8948               | 6.9993               |

1. Average of monthly exchange rates only. No weighting applied.

### Regional segment review

Segment profit/(loss) represents earnings before interest and tax, and before significant items, charges for D&D expenditure, amortisation of acquired intangibles and corporate costs. The total amount of these items is disclosed in the Group's statement of comprehensive income. Constant currency amounts refer to 2015 results restated using exchange rates applying in 2014.

#### Americas

| US\$ million   | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance     | Variance<br>% |
|----------------|-----------------------------|-----------------------------|--------------|---------------|
| <b>Revenue</b> |                             |                             |              |               |
| North America  | 709.4                       | 388.8                       | 320.6        | 82.5          |
| Latin America  | 42.9                        | 29.9                        | 13.0         | 43.5          |
| <b>Total</b>   | <b>752.3</b>                | <b>418.7</b>                | <b>333.6</b> | <b>79.7</b>   |

| US\$ million  | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance     | Variance<br>% |
|---------------|-----------------------------|-----------------------------|--------------|---------------|
| <b>Profit</b> |                             |                             |              |               |
| North America | 338.4                       | 150.5                       | 187.9        | 124.9         |
| Latin America | 8.8                         | 10.0                        | (1.2)        | (12.0)        |
| <b>Total</b>  | <b>347.2</b>                | <b>160.5</b>                | <b>186.7</b> | <b>116.3</b>  |
| Margin        | 46.2%                       | 38.3%                       | –            | 7.9 pts       |

## Review of Operations

| North America                             | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance | Variance<br>% |
|---|-----------------------------|-----------------------------|----------|---------------|
| <b>Volume</b>                             |                             |                             |          |               |
| – Platforms                               | 9,636                       | 9,419                       | 217      | 2.3           |
| – Conversions                             | 3,210                       | 3,661                       | (451)    | (12.3)        |
| Average US\$ price/unit                   | 16,814                      | 15,289                      | 1,525    | 10.0          |
| Class III premium gaming operations units | 9,808                       | 9,071                       | 737      | 8.1           |
| Class II gaming operations units          | 20,681                      | n/a                         | n/a      | n/a           |
| Total gaming operations units             | 30,489                      | 9,071                       | 21,418   | 236.1         |
| Gaming operations US\$/day                | 42.70                       | 46.02                       | (3.32)   | (7.2)         |

| Latin America           | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance | Variance<br>% |
|-------------------------|-----------------------------|-----------------------------|----------|---------------|
| <b>Volume</b>           |                             |                             |          |               |
| – Platforms             | 2,302                       | 1,800                       | 502      | 27.9          |
| – Conversions           | 195                         | 0                           | 195      | n/a           |
| Average US\$ price/unit | 14,413                      | 12,672                      | 1,741    | 13.7          |

VGT Disclosures including pro forma values for the prior corresponding period:

| US\$ million                        | 20 Oct 2014<br>to<br>30 Sep 2015 | 20 Oct 2013<br>to<br>30 Sep 2014 | Variance | Variance<br>% |
|-------------------------------------|----------------------------------|----------------------------------|----------|---------------|
| Revenue                             | 274.6                            | 244.1                            | 30.5     | 12.5          |
| EBITDA                              | 190.2                            | 161.5                            | 28.7     | 17.8          |
| EBITDA Margin                       | 69.3%                            | 66.2%                            | –        | 3.1 pts       |
| Class II gaming operations units    | 20,681                           | 19,790                           | 891      | 4.5           |
| Class II gaming operations US\$/day | 39.21                            | 36.46                            | 2.75     | 7.5           |

North American performance has been transformed by the inclusion of the VGT Class II gaming operations business. In local currency, North American revenue increased 82.5% and profits increased by 124.9%.

Through its programs of revenue enhancements and floor optimisation, VGT Class II gaming operations successfully increased average FPD by 7.5% compared to pro forma financials for the prior corresponding period. The installed base grew 4.5% to 20,681 units with gains in the Midwest, new casino locations and expansions driving the increase. The Mexico operation ceased in the second half and the units have been excluded from the current and prior corresponding period disclosures.

The Group continued to grow its Class III premium gaming operations footprint through the commercialisation of innovative content and hardware. The newly released content portfolio included a successful mix of both licensed and proprietary titles including *Sons of Anarchy*<sup>™</sup>, *The Big Bang Theory*<sup>™</sup>, *Britney Spears*<sup>™</sup>, *Buffalo Grand*<sup>™</sup> and *Lightning Link*<sup>™</sup>. The introduction of leading-edge hardware configurations, including the *Arc*<sup>™</sup> Double and *Behemoth*<sup>™</sup> cabinets, coupled with the top performing *Helix*<sup>™</sup> upright cabinet, supported growth in the install base. Continued strong performance of products like *Tarzan*<sup>™</sup>, *Cash Express Gold Class*<sup>™</sup>, *Buffalo Stampede*<sup>™</sup> and *The Walking Dead*<sup>™</sup>, as well as further penetration of the *Wonder Wheels*<sup>™</sup> platform, sustained revenues and profitability while new products and hardware stimulated growth. Multi-site progressive products have increased as a percentage in the overall mix.

The Class III premium gaming operations install base will continue to be supported by the release of blockbuster titles including the upcoming release of *Game of Thrones*<sup>™</sup> on *Arc*<sup>™</sup> Double, *Ted*<sup>™</sup> on the *Wonder Wheels*<sup>™</sup> platform, *A Christmas Story*<sup>™</sup> on *Arc*<sup>™</sup> Wheel and the highly anticipated sequel to *The Walking Dead*<sup>™</sup> with *The Walking Dead*<sup>™</sup> II on the *Arc*<sup>™</sup> Double cabinet.

## Review of Operations

In Outright Sales, the Group was able to grow total market ship share circa 2.3 ppts and video ship share circa 6.0 ppts in a market that declined approximately 11.4% on fewer new openings, expansions and replacements. In this smaller market, unit sales increased 2.3% compared to the prior corresponding period driven by strong product performance. ASP increased 10.0% to US\$16,814 per unit, compared to the prior corresponding period driven by strong sales of *Helix*<sup>TM</sup> cabinets. Sales of Class III conversions decreased 12.3% compared to the prior period as a result of strong unit sales.

The successful launch of *Arc*<sup>TM</sup> Single late in the fiscal year was launched with a strong portfolio of proprietary brands including *Buffalo Gold*<sup>TM</sup>, *Sky Rider*<sup>TM</sup> 2 and *Wonder 4 Tower*<sup>TM</sup>. The *Helix*<sup>TM</sup> cabinet gained further market penetration during the period supported by a strong portfolio of games in all key segments. The core portfolio included *Wonder 4 Jackpots*<sup>TM</sup>, *Wicked Winnings*<sup>TM</sup> *Legends* and *Wild Lepre'Coins*<sup>TM</sup>. The launch of *Super Wheel Blast*<sup>TM</sup> further complemented the *J-Series*<sup>TM</sup> segment portfolio which included *Quick Fire*<sup>TM</sup> *Jackpots*, *Gold Pays*<sup>TM</sup>, and *Jackpot Streak*<sup>TM</sup>. In the *E-Series*<sup>TM</sup> segment *Sacred Guardians*<sup>TM</sup>, *Fire & Rain*<sup>TM</sup> and *Flowers of Babylon*<sup>TM</sup> provided further depth in the games library.

In Latin America, unit sales volume was up 27.9%. In addition, overall ASP increased by 13.7% due to a higher mix of new units. Revenue increased 43.5% driven by higher unit volumes and product mix. Latin America continues to see growth in recurring revenue as *E-Series*<sup>TM</sup> and *J-Series*<sup>TM</sup> gain penetration in the region.

### Australia and New Zealand

| A\$ million            | Constant<br>currency<br>12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014         | Variance        | Variance<br>%         |
|------------------------|---|-------------------------------------|-----------------|-----------------------|
| <b>Revenue</b>         | <b>313.9</b>  | <b>223.8</b>                        | <b>90.1</b>     | <b>40.3</b>           |
| <b>Profit</b>          | <b>113.8</b>  | <b>89.7</b>                         | <b>24.1</b>     | <b>26.9</b>           |
| Margin                 | 36.3%   | 40.1%                               | –               | (3.8) pts             |
|                        | <b>12 months to<br/>30 Sep 2015</b>                 | <b>12 months to<br/>30 Sep 2014</b> | <b>Variance</b> | <b>Variance<br/>%</b> |
| Volume                 |   |                                     |                 |                       |
| – Platforms            | 10,537  | 7,337                               | 3,200           | 43.6                  |
| – Conversions          | 2,703   | 3,891                               | (1,188)         | (30.5)                |
| Average A\$ price/unit | 20,564  | 17,277                              | 3,287           | 19.0                  |

ANZ revenue and profit increased 40.3% and 26.9% respectively to \$313.9 million and \$113.8 million compared to the prior corresponding period. This reflects significant ship share gains in all key markets with Aristocrat unit sales increasing by 43.6% in a market that grew by circa 12.6% during the period.

The ship share gains were the result of bringing to market a portfolio of games which provides breadth of product categories and depth of performing games. These games included *Players Choice*<sup>TM</sup> Gold Jackpots, *Players Choice*<sup>TM</sup> Sapphire Edition, *Players Choice*<sup>TM</sup> High Limits, *Super Wheel Blast*<sup>TM</sup>, *Weird Wicked & Wild*<sup>TM</sup>, *Pure Gold*<sup>TM</sup>, *African Big 5*<sup>TM</sup>, *Dragon's Choice*<sup>TM</sup>, *Globetrotter*<sup>TM</sup> and the *Lightning Link*<sup>TM</sup> and *Lightning Cash*<sup>TM</sup> family of games. The performance of these games led to the *Helix*<sup>TM</sup> cabinet being the best performing cabinet across all key markets.

Average Selling Price increased 19.0% due to an improved games mix of high performing premium content and the rollout of the *Helix*<sup>TM</sup> cabinet.

Segment margin decreased to 36.3% from 40.1% due to a combination of the weaker Australian dollar impacting margin (USD denominated cost of sales); one time launch costs related to the new cabinet rollout; lower contribution from sales of conversions which are at a higher margin; and higher variable employee compensation.

# Review of Operations

## International Class III

| A\$ million                  | Constant<br>currency<br>12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance    | Variance<br>% |
|------------------------------|---|-----------------------------|-------------|---------------|
| <b>Revenue</b>               | <b>120.1</b>  | <b>105.2</b>                | <b>14.9</b> | <b>14.2</b>   |
| <b>Profit</b>                | <b>43.0</b>   | <b>41.4</b>                 | <b>1.6</b>  | <b>3.9</b>    |
| Margin                       | 35.8%   | 39.4%                       | –           | (3.6) pts     |
| Volume – Class III Platforms | 4,457   | 4,935                       | (478)       | (9.7)         |

International Class III revenue and profit increased 14.2% and 3.9% respectively to \$120.1 million and \$43.0 million compared to the prior corresponding period. Asia Pacific performance was strong, driven by new openings in Macau where market leading ship share was achieved together with increased expansion activity outside of Macau. Europe was relatively stable however margins were impacted by a weaker Euro (versus GBP and USD). South Africa was down versus the prior year due to reduced spending in the Casino market and lower sales into the low payout market.

Segment margin decreased to 35.8% from 39.4% due to a combination of the weaker Euro impacting margin in Europe and one time launch costs related to new cabinet rollout.

## Digital

| A\$ million    | Constant<br>currency<br>12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance    | Variance<br>% |
|----------------|---|-----------------------------|-------------|---------------|
| <b>Revenue</b> | <b>123.4</b>  | <b>50.3</b>                 | <b>73.1</b> | <b>145.3</b>  |
| <b>Profit</b>  | <b>42.0</b>   | <b>17.0</b>                 | <b>25.0</b> | <b>147.1</b>  |
| Margin         | 34.0%   | 33.8%                       | –           | 0.2 pts       |

| A\$ million                               | 12 months to<br>30 Sep 2015 | 12 months to<br>30 Sep 2014 | Variance    | Variance<br>% |
|---|-----------------------------|-----------------------------|-------------|---------------|
| <b>Profit</b>                             | <b>42.0</b>                 | <b>17.0</b>                 | <b>25.0</b> | <b>147.1</b>  |
| Daily average users (DAU) <sup>1</sup>    |                             |                             |             |               |
| – Full year                               | 799,840                     | 477,269                     | 322,571     | 67.6          |
| – End of year                             | 1,089,584                   | 669,255                     | 420,329     | 62.8          |
| Average US\$ net revenue per DAU (ARPDau) |                             |                             |             |               |
| – Full year                               | \$ 0.38                     | \$ 0.23                     | 0.15        | 65.2          |
| – End of year                             | \$ 0.38                     | \$ 0.29                     | 0.09        | 31.0          |

(1) Daily Average Users for the period and prior corresponding period have been restated to exclude legacy products for which a third party licence expired in December 2014. As these products had lower monetisation rates than *Heart of Vegas*<sup>TM</sup>, ARPDau has increased.

Digital revenues increased almost three-fold to \$123.4 million in constant currency (\$147.6 million in reported currency).

The Digital segment result increased to \$42.0 million in constant currency or \$50.2 million in reported currency terms driven by sustained growth in the *Heart of Vegas*<sup>TM</sup> suite of applications throughout the period. Higher monetisation rates were driven primarily by the mobile launches (iOS and Android) and increasingly sophisticated product and marketing features offset by increasing user acquisition costs. Margins remained broadly flat at 34% in the reporting period.

The Group's social digital business, Product Madness, was awarded Social Slots Operator of the Year by eGaming Review North America Awards in April 2015. Portfolio-wide ARPDau was US 38c at period end with the successful launch of mobile contributing to the positive trend.

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# Review of Operations

## Business strategies and prospects for future financial years

The Group's strategy is structured around three key pillars:

- Core momentum – to drive a more competitive core business to achieve our strategic objectives of delivering a sustainable business.
- Industry and business transformation – to enable our technology and leverage our content in high-growth, emerging distribution channels. To continuously improve our systems and processes.
- People and culture – to build a high performance organisation with a positive culture across our global business.

The strategies described below are expected to provide revenue growth and further diversify revenue sources for the Group.

### Core momentum

Core momentum is about focusing on producing the best content by market and segments and encompasses our short to mid-term growth drivers. The Group's traditional land-based markets include Australia, Asia Pacific, North America and EMEA with segmentation focused on for-sale product, gaming operations and systems products.

As these traditional land-based markets continue to mature, we are increasingly focused on share taking. This strategy requires careful product segmentation in order to appropriately leverage our design and development base across a diverse portfolio of markets with a focus on innovation and product differentiation.

We are focused on recurring revenue elements of the business to drive strong operational performance.

We continue to invest in the acquisition of key talent and strengthen our insights function to enhance our ability to aggressively take share in the following categories:

- Traditional Australian Style Content – through brand extension and building new brands.
- Entertainment Style Segment – through purpose-built games and specialist creative talent.
- Recurring Revenue Segment – through securing industry talent and key licensed brands to accelerate growth.
- Jackpot Products – through investments in a new dedicated studio and specialist creative talent.
- Digital – through distributing content through new channels (e.g. mobile).

### Industry and business transformation

With the progress we are making in our core business, we now find ourselves in a position to look outward to an evolving gaming sector and consider new ways to invest wisely and enter emerging distribution channels.

Whether online/digital gaming, server-based gaming, centrally served gaming systems, mobile gaming or social gaming, players are increasingly choosing to interact with content in new distribution channels that do not involve a stand-alone gaming machine. At the same time, players are demanding new and innovative content in our core business that requires us to adapt through new and better platforms and tools. These changes create opportunity for Aristocrat as a producer of the world's greatest gaming content!

Over the past financial year we have taken a disciplined approach and invested wisely in emerging value streams. As always we are guided by our commitment to generate superior and sustainable shareholder returns over the long term.

The acquisition of Video Gaming Technologies Inc. (VGT) was completed on 20 October 2014. VGT has a complementary product offering and provides a unique opportunity to accelerate our growth in the US recurring revenue segment. The acquisition is aligned to our strategy as it transforms the scale of our gaming operations business and contribution of recurring revenues overall as well as preserves the Group's options to pursue future acquisitions in key growth segments given the combined free cash flows.

Aristocrat's recurring revenue base and strong cash flows should give the business the capacity to consider additional organic and inorganic investments in line with our strategy and shareholders' longer term interests.

### People and culture

Fostering our people and culture is fundamental to driving our success. Attracting, retaining and developing the best talent, celebrating and learning from the diversity present within our global organisation and embedding our core values and behaviours are all fundamental traits of a high performance culture and what will enable the successful execution of the Group's strategic priorities.

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# Review of Operations

## **Material risks to business strategies and prospects for future financial years**

Identifying and managing risks which may affect the success of our strategy and financial prospects for future years is an essential part of our governance framework. While the Group has a strong track record of managing a multitude of risks, some risks still remain, many of which are not directly within the control of the Group.

Our risk management approach involves the ongoing assessment, monitoring and reporting of risks which could impede our progress in delivering our strategic priorities. Key management and staff are responsible for the day-to-day management of risks. The Group also has an Internal Audit and Risk Management function which, supported by external advisers, provides independent and objective assurance on the effectiveness of our governance, risk management and internal control processes.

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 material business risks which, once identified, are captured on the global risk register. Material business risks are regularly reported to the Board via the Audit Committee along with their controls and treatments.

The main risks affecting the Group are set out below. The Group may also face a range of other risks from time to time in conducting its business activities. While it aims to manage risks in order to avoid adverse impacts on its financial standing, some risks are outside the control of the Group.

## **Changing economic conditions and other factors affecting the gaming industry**

Demand for our products and services can be dependent upon favourable conditions in the gaming industry, which is highly sensitive to players' disposable incomes and gaming preferences. Discretionary spending on entertainment activities could decline for reasons beyond the Group's control; for example, due to negative economic conditions or natural disasters.

A decline in the relative health of the gaming industry and the difficulty or inability of our customers to obtain adequate levels of capital to finance their ongoing operations might reduce the resources available to purchase products and services, which could affect Group revenues.

To address this we are working to develop and deliver new and innovative technologies and products to meet customer needs and working to partner with our customers to provide value adding solutions.

Entities within the Group may from time to time become subject to material litigation, regulatory actions, legal or arbitration proceedings which, if they crystallise, may adversely affect the Group's results.

## **Increasing competition**

Competition in the gaming industry (both land-based and online) has intensified from the consolidation of existing competitors as well as the entry of new competitors. Increasingly, price, reliability and product innovation are among the factors affecting a provider's success in selling its products.

As traditional land-based markets continue to mature, the Group's success and profitability is dependent in part on our ability to successfully enter new segments in existing markets and new markets as well as new distribution channels, such as mobile and online gaming.

To address this we continue to invest in key skills and talent and have also strengthened our insights function to enhance our ability to produce innovative new product portfolios to drive entry into new markets and support share growth.

## **Government gaming regulation**

The global gaming industry is subject to extensive governmental regulation. While the regulatory requirements vary by jurisdiction, most require:

- (a) licences and/or permits;
- (b) findings of suitability;
- (c) documentation of qualifications, including evidence of financial stability; and
- (d) individual suitability of officers, directors, major shareholders and key employees.

Changes in laws or regulations or the manner of their interpretation or enforcement could impact the Group's financial performance and restrict our ability to operate our business or execute our strategies. Difficulties or delays in obtaining or maintaining required licences or approvals could also have a negative impact on the business.

A material breach of internal processes may result in violation of existing regulations which could also impact our ability to maintain required licenses or approvals.

Gaming laws and regulations serve to protect the public and ensure that gaming related activity is conducted honestly, competitively, and free of corruption. A change in government (or governmental policy towards gaming) may also impact our operations. This political risk increases in jurisdictions where there is significant anti-gaming opposition or vocal minority interests.

The Group has established a comprehensive regulatory assurance function and governance framework to ensure that we continue to monitor the political environment and regulations in the jurisdictions in which we operate and to monitor our adherence to internal processes to ensure we comply with existing regulations.

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## Review of Operations

### Intellectual property

The gaming industry is constantly employing new technologies in both new and existing markets. The Group relies on a combination of patents and other technical security measures to protect our products, and continues to apply for patents protecting such technologies.

Competitors and others may infringe on our intellectual property rights, or may allege that we have infringed on theirs. Monitoring infringement and misappropriation of intellectual property can be difficult and expensive. We may also incur significant litigation expenses protecting or defending our intellectual property.

The Group has an established framework to identify and protect its global intellectual property assets as well as monitor infringement by competitor products. The Group has established a comprehensive regulatory assurance function and governance framework to ensure that we continue to monitor the political environment and regulations in the jurisdictions in which we operate and to monitor our adherence to internal processes to ensure we comply with existing regulations.

### Tax

The risk that changes in tax law (including goods and services taxes and stamp duties), or changes in the way tax laws are interpreted in the various jurisdictions in which the Group operates, may impact the tax liabilities of the Group and the assets in which it holds an interest.

The Group seeks to manage this risk by monitoring changes in legislation, utilising external tax and legal advisors and employing highly experienced qualified accounting and tax experts who regularly monitor the taxation relevant to the Group's operations.

### Fluctuations in foreign exchange rates and interest rates

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and Euro.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The Group's foreign exchange hedging policy is to reduce the foreign exchange risk associated with transactional exposures, primarily over a 12 month horizon. External foreign exchange contracts are designated at the Group level as hedges of foreign exchange risk on specific foreign currency denominated transactions.

The debt issue used to partly fund the acquisition of Video Gaming Technologies Inc. resulted in an increase in the Group's total debt and also resulted in a level of debt which is exposed to a floating rate of interest. The Group is therefore exposed to movements in interest rates. The Group seeks to mitigate this risk with a capital management strategy which examines periodic debt paydown and with the implementation, and continued assessment, of an interest rate hedging strategy.

### Ability to manage and frequently introduce innovative products on a timely basis

The Group's success is dependent on its ability to develop and sell new products that are attractive to casino operators and other gaming enterprises and their customers, for both land-based and online gaming operations.

If the Group's land-based or online gaming content does not meet or sustain revenue and profitability expectations, it may be replaced or we may experience a reduction in revenue generated and an increased exposure to obsolete inventory. Therefore, success depends upon the Group's ability to continue to produce technologically sophisticated land-based and online products that meet its customers' needs and achieve high levels of player appeal and sustainability.

Further, newer products are generally more sophisticated than those produced in the past and the Group must continually refine design, production and approval capabilities to meet the needs of its product innovation.

The Group has invested, and intends to continue to invest, significant resources into its insights function, research and development efforts and the acquisition of key talent to mitigate this risk.

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# Remuneration Report

for the 12 months ended 30 September 2015

## Introduction

The Directors of Aristocrat Leisure Limited (Company) present the Remuneration Report prepared in accordance with section 300A of the *Corporations Act 2001* (Cth) (the Act) and Corporations Regulation 2M.3.03 for the Aristocrat Group of companies (Group) for the year ended 30 September 2015 (the Reporting Period).

The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Act. This Remuneration Report forms part of the Directors' Report.

The Remuneration Report details the policy and principles that govern the remuneration of the Company's Non-Executive Directors and the Executive KMP (as that term is defined in the Glossary), the link between remuneration policy and principles and the Group's performance for the Reporting Period, and the remuneration and service agreements of Executive KMP.

For the year ended 30 September 2015, the KMP were:

| KMP                              | Position   | Term as KMP |
|----------------------------------|--|-------------|
| <b>Non-Executive Directors</b>   |  |             |
| <a href="#">Dr ID Blackburne</a> | Chair; Director  | Full Year   |
| <a href="#">DCP Banks</a>        | Director   | Full Year   |
| <a href="#">KM Conlon</a>        | Director   | Full Year   |
| <a href="#">RA Davis</a>         | Director   | Full Year   |
| <a href="#">Dr RV Dubs</a>       | Director   | Full Year   |
| <a href="#">SW Morro</a>         | Director   | Full Year   |
| <b>Executive KMP</b>             |  |             |
| <a href="#">JR Odell</a>         | CEO and Managing Director                                      | Full Year   |
| <a href="#">T Korsanos</a>       | Chief Financial Officer, Global Services and Company Secretary | Full Year   |
| <a href="#">M Sweeny</a>         | Chief Commercial Officer                                       | Full Year   |

## Contents

This Remuneration Report is set out in the following sections:

Section 1 – Executive Summary

Section 2 – Remuneration Outcomes for the Reporting Period

Section 3 – Human Resources and Remuneration Committee

Section 4 – Remuneration policy and structure

Section 5 – Non-Executive Director remuneration

Section 6 – Alignment between remuneration and Group performance

Section 7 – Remuneration tables and data

Section 8 – Shareholdings

Section 9 – Glossary of terms commonly used in this Remuneration Report

# Remuneration Report

Below is an overview of the components of remuneration of the Executive KMP and Non-Executive Directors. Further details on each remuneration component are set out in the corresponding page in the Remuneration Report.

**Table 1 Components of remuneration**

| Remuneration component      |                           | Participants                                  |   |
|-----------------------------|---------------------------|---|---|
|                             |                           | Executive KMP                                 | Non-Executive Directors                       |
| <b>Fixed</b>                | <b>Fixed remuneration</b> | <input checked="" type="checkbox"/> (page 33) |   |
|                             | <b>Fees</b>               |   | <input checked="" type="checkbox"/> (page 42) |
| <b>Short Term Incentive</b> |                           | <input checked="" type="checkbox"/> (page 34) |   |
| <b>Long Term Incentive</b>  |                           | <input checked="" type="checkbox"/> (page 37) |   |
| <b>Post-employment</b>      | <b>Superannuation</b>     | <input checked="" type="checkbox"/> (page 45) | <input checked="" type="checkbox"/> (page 42) |

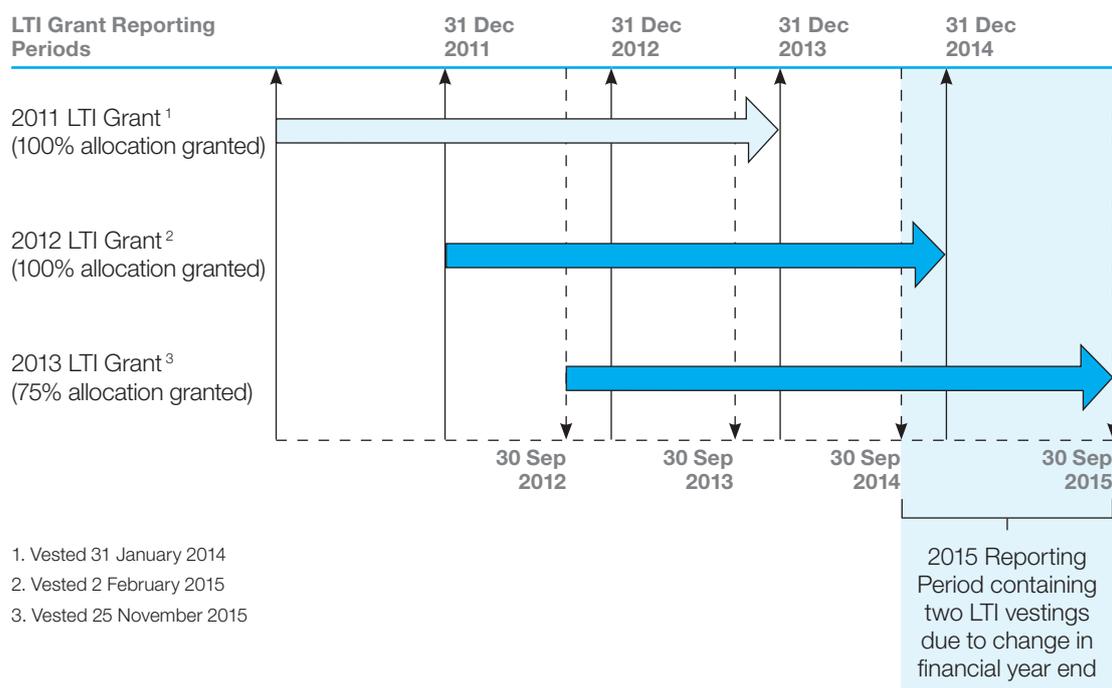
## Section 1 Executive Summary

The Group aims to deliver sustainable, superior returns to its shareholders. The remuneration strategy adopted by the Group is a key driver in achieving these objectives and in attracting, motivating, rewarding and retaining senior management. As such, the Group has developed a remuneration framework that is aligned with value growth for shareholders and the Group's business strategy, is globally relevant, performance and outcome driven, competitive and transparent.

### 1.1 Implications of the change of financial year-end

The 'at-risk' component of total target remuneration is linked to Group performance over one or more financial reporting periods. As a result of the change to the Group's financial year-end (the first of which occurred on 30 September 2012 resulting in a nine month reporting period), certain transitional arrangements (as detailed in the 2012 Remuneration Report) were approved by the Board to ensure that remuneration was consistent. These transitional arrangements have now been completed but, importantly, the 2014 Remuneration Report did not reflect the outcome of the 2012 LTI grant as the performance period (being three years to 31 December 2014) concluded after the end of the 2014 reporting period (being 30 September 2014). This Remuneration Report discloses the results of both the 2012 LTI grant (which vested and converted into shares in February 2015) as well as the 2013 LTI grant (which had a three year performance period ending 30 September 2015 and vested and converting into shares in November 2015).

The diagram below sets out timings in respect of the 2011, 2012 and 2013 LTI Grants.



1. Vested 31 January 2014
2. Vested 2 February 2015
3. Vested 25 November 2015

# Remuneration Report

## Section 1 Executive Summary *continued*

### 1.2 Summary of Performance, Remuneration initiatives and remuneration outcomes during the Reporting Period

| Focus                    | Description  | Further Information   |
|--------------------------|--|---|
| Key financial highlights | <ul style="list-style-type: none"> <li>- The LTI and STI outcomes noted below reflect and reward the strong results across all measures of incentive performance during the relevant performance periods, including in FY15.</li> <li>- The Group's NPATA for the Reporting Period was \$236.1 million, representing a 78.9% increase on the prior corresponding period. The Group's FCF conversion for the Reporting Period was 124%.</li> <li>- From 1 October 2012 to 30 September 2015, the Group's:               <ul style="list-style-type: none"> <li>- TSR performance exceeded its Peer Comparator Group by 37.7%;</li> <li>- compounded EPS growth rate across this period was 22.9%, which was at the upper end of the EPS growth targets set by the Board; and</li> <li>- share price grew from \$2.69 to \$8.61, delivering a share price return of 220%.</li> </ul> </li> </ul> | Section 2; Section 6 and the Financial Statements (within the Financial Report) |
|                          | <p><b>Share Price Performance</b></p> <p>The chart displays the share price in dollars over time. The y-axis ranges from 0 to 10 in increments of 1. The x-axis shows dates from 31/12/11 to 30/09/15. The share price starts at \$2.69 on 31/12/11, fluctuates between \$2.50 and \$3.50 until early 2013, then begins a steady climb, reaching \$5.00 by late 2013, \$7.00 by late 2014, and peaks at \$8.61 on 30/09/15.</p>  |   |
| LTI Outcomes             | <p><b>2012 LTI Grant outcome</b><br/>A fixed number of PSRs were allocated to executives in January 2012, and based on performance over the performance period (ending 31 December 2014), 87.1% of PSRs vested following testing in February 2015, and converted into shares.</p> <p><b>2013 LTI Grant outcome</b><br/>A fixed number of PSRs were allocated to executives in October 2012, and based on performance over the performance period (ending 30 September 2015), 94.4% of PSRs vested following testing in November 2015, and converted into shares.</p>   | Section 2; Table 5; Section 6; Table 15   |
| STI Outcomes             | 170% of the Group target STI was awarded for the 12 months to 30 September 2015, reflective of record financial performance over this performance period.  | Section 2; Section 6; Table 12; Table 17; Table 18                              |

# Remuneration Report

| Focus   | Description  | Further Information |
|---|--|---------------------|
| <b>Remuneration initiatives</b>                 | <p>Following the acquisition of VGT in October 2014, a majority of the Group's revenue is now generated within the United States (US) and a majority of its senior leadership team is US based. As such, during the Reporting Period, the Board conducted a review of market data and executive remuneration practices in Australia and the US and identified some meaningful differences, primarily with respect to the design of variable reward programs.</p> <p>The performance and structure of the STI and LTI Plans were benchmarked against that of the Group's US peers and the general market (in both Australia and the US). The review highlighted inconsistencies in STI and LTI structures relative to industry peers and the market in general.</p> <p>Consequently, set out below are the key changes approved by the Board and implemented during the Reporting Period in order to:</p> <ul style="list-style-type: none"> <li>- maintain a market competitive approach to Senior Executive remuneration;</li> <li>- provide a common interest between Senior Executives and shareholders by aligning the rewards that accrue to management to the creation of shareholder value; and</li> <li>- provide a relative, objective, external, market-based performance measure against those companies with which the Company competes for capital and talent.</li> </ul> |                     |
| <b>(a) Changes to STI Plan</b>                  | <p>The Board considered it appropriate that the following refinements apply to grants under the 2015 STI Plan:</p> <ul style="list-style-type: none"> <li>- NPATA replace NPAT as one of the target metrics comprising the Business Score Goals. The following two performance target metrics be used to align reward with shareholder returns; <ul style="list-style-type: none"> <li>- NPATA – with a weighting of 70%; and</li> <li>- FCF – with a weighting of 30%.</li> </ul> </li> <li>- the Business Score Threshold be set to 85%; and</li> <li>- enhanced rewards for significant outperformance be built into the STI Plan.</li> </ul>   | 4.2.1; 4.2          |
| <b>(b) Changes to LTI Plan</b>                  | <p>The Board considered it appropriate that the following refinements apply to grants under the 2015 LTI Plan:</p> <ul style="list-style-type: none"> <li>- inclusion of a third vesting condition in relation to 40% of the LTI grant, being the achievement of strategic objectives as set by the Board (for the CEO) and service based vesting (for all other participants); and</li> <li>- a move from 'fair value' to 'face value' to determine the number of PSRs to be granted to participants.</li> </ul> <p>These changes were previously disclosed to the market in the Company's 2015 Notice of Meeting in connection with a resolution seeking approval for the grant of PSRs to the CEO.</p>  | 4.2; 4.2.2          |
| <b>Changes to CEO Total Target Remuneration</b> | <p>Mr Odell's total target remuneration (TTR) increased during the Reporting Period from \$4.3 million to \$5.7 million. Mr Odell's pay mix percentages (fixed/short-term/long-term) were also amended from 38/38/24 to 29/29/42, respectively. This change resulted in the percentage of Mr Odell's 'at risk' compensation increasing from 62% to 71%.</p>  | Table 6<br>Table 13 |
| <b>Non-Executive Director Fees</b>              | <p>The maximum aggregate Non-Executive Remuneration for the Reporting Period remained unchanged from the A\$2 million limit approved by shareholders at the Group's 2013 Annual General Meeting. A proposal to increase this maximum amount to A\$2.75 million, to (among other things) support Board succession and increase in Board size, will be presented for shareholder approval at the Group's 2016 Annual General Meeting.</p>  | N/A                 |

# Remuneration Report

## Section 2 Remuneration Outcomes for the Reporting Period

This Remuneration Report discloses outcomes of both the 2012 and 2013 LTI Grants.

### 2013 LTI grant outcome

As set out in Table 2 below, 100% of the Relative TSR component of grants under the 2013 LTI Plan (30% of total grants) vested in November 2015 as the Group's TSR exceeded Peer Comparator Group returns by more than 10% per year compound.

92% of the Relevant EPS component vested given that the Group's actual EPS CAGR across the consecutive three year performance period was 22.9% (36.1% at reported foreign exchange rates) which was at the upper end of the EPS growth target rates set by the Board.

Table 2 below sets out the outcomes of the 2013 LTI grant.

**Table 2 Outcomes of 2013 LTI grant**

| Relative TSR (30%)                               |                         |  |  |
|--|-------------------------|--|--|
| 1 Oct 2012 to 30 Sep 2015                        | Outcomes                |  |  |
| Compound annual TSR of the Peer Comparator Group | 12.04%                  |  |  |
| Aristocrat compound annual TSR                   | 49.72%                  |  |  |
| <b>TSR vesting percentage (of the 30%)</b>       | <b>100%<sup>1</sup></b> |  |  |

| Relevant EPS (70%)                         |                      |                    |                |
|--|----------------------|--------------------|----------------|
| 1 Oct 2012 to 30 Sep 2015                  | Threshold EPS Target | Maximum EPS Target | Actual Outcome |
| Aggregate EPS <sup>2</sup>                 | 58.84 cents          | 70.58 cents        | 68.68 cents    |
| <b>EPS vesting percentage (of the 70%)</b> | <b>50%</b>           | <b>100%</b>        | <b>92.0%</b>   |

|  |              |
|--|--------------|
| <b>Total percentage of vesting under the 2013 LTI Plan</b> | <b>94.4%</b> |
|--|--------------|

1. For 100% vesting, the Company's TSR performance had to exceed Peer Comparator Group returns by more than 10% per year compound. The Company's actual TSR exceeded Peer Comparator Group returns by 37.68% per year compound.
2. The EPS targets represent annual growth rates of 10% (Threshold EPS Target) and 20% (Maximum EPS Target) across the consecutive three year performance period. The actual CAGR for the three year period at parity (AUD:USD) was 22.9% (36.1% at reported rates).

# Remuneration Report

## 2012 LTI grant outcome

As a result of the Group's change of financial year end, the relevant target and outcomes of the 2012 LTI grant were not reported in the Remuneration Report for the year ended 30 September 2014. Vesting of the 2012 LTI grant was tested at the conclusion of the relevant performance period, being the three years to 31 December 2014. On 2 February 2015, the Company announced to the market that 87.1% of the total 2012 LTI grant vested:

- 100% of the Relevant TSR component of grants under the 2012 LTI Plan vested given that the Group's actual TSR exceeded Peer Comparator Group returns by 32.52% per year compound; and
- 81.5% of the Relevant EPS component vested given that the Group's actual EPS CAGR across the consecutive three year performance period was 21.0% (26.8% at reported foreign exchange rates) which was at the upper end of the EPS growth targets rates set by the Board.

**Table 3 Outcomes of 2012 LTI grant**

| Relative TSR (30%)   |                         |                    |                |
|--|-------------------------|--------------------|----------------|
| 1 Jan 2012 to 31 Dec 2014                                  | Outcomes                |                    |                |
| Compound annual TSR of the Peer Comparator Group           | 15.37%                  |                    |                |
| Aristocrat compound annual TSR                             | 47.89%                  |                    |                |
| <b>TSR vesting percentage (of the 30%)</b>                 | <b>100%<sup>1</sup></b> |                    |                |
| Relevant EPS (70%)   |                         |                    |                |
| 1 Jan 2012 to 31 Dec 2014                                  | Threshold EPS Target    | Maximum EPS Target | Actual Outcome |
| Aggregate EPS <sup>2</sup>                                 | 48.13 cents             | 57.44 cents        | 53.99 cents    |
| <b>EPS vesting percentage (of the 70%)</b>                 | <b>50%</b>              | <b>100%</b>        | <b>81.5%</b>   |
| <b>Total percentage of vesting under the 2012 LTI Plan</b> |                         |                    | <b>87.1%</b>   |

1. For 100% vesting, the Company's TSR performance had to exceed Peer Comparator Group returns by more than 10% per year compound. The Company's actual TSR exceeded Peer Comparator Group returns by 32.52% per year compound.
2. The EPS targets represent annual growth rates of 15% (Threshold EPS Target) and 25% (Maximum EPS Target) across the consecutive three year performance period. The actual CAGR for the three year period at parity (AUD:USD) was 21.0% (26.8% at reported rates).

## 2015 STI grant outcomes

170% of Group target STI was awarded for the 12 months to 30 September 2015.

Table 14 provides full details of the 2015 short term incentive awards for Executive KMP.

Individual key performance objectives are determined for each Executive KMP to deliver the Group's short-term and long-term success, in line with the business plan.

# Remuneration Report

The table below sets out an example of key areas of focus during the Reporting Period:

## Section 2 Remuneration Outcomes for the Reporting Period continued

### 1.2 Summary of Performance, Remuneration initiatives and remuneration outcomes during the Reporting Period continued

Table 4 Executive KMP KPOs

| Key Performance Objective                                | Outcome  | Commentary  |
|--|----------|---|
| Financial results  | Exceeded | NPATA \$236.1 million representing a 78.9% increase on the prior corresponding period (47.1% in constant currency).   |
| Value-based leadership, behaviours and developing people | Exceeded | Improved organisational culture and internal communications program.<br>Increased level of talent and capability across the Group, with focus on critical talent retention.<br>Intensive leadership program undertaken by extended leadership team.<br>Focus on cascading the Group's core values and behaviours.   |
| Execution of strategic priorities                        | Exceeded | Completion of acquisition of Video Gaming Technologies Inc. and successful implementation of integration of Video Gaming Technologies Inc. into the Group.<br>Focus on ANZ market strength.<br>Increased focus on recurring revenue elements of the business (e.g. Class III gaming ops, Class II and Digital) to drive strong operational performance.<br>Clear mobile strategy communicated and executed, with Product Madness integrated into the Group. |
| Product innovation and great game content                | Exceeded | Aristocrat won first place for 'Best Slot Product', Game of Thrones in the 15th Annual Global Gaming Business (trade publication) – Gaming and Technology Awards.<br>"Slot managers cite Aristocrat's games as the most anticipated" and "Aristocrat's 'Buffalo' takes the top position in games with the highest win with 18% of responses" (Goldman Sachs Global Investment Research, Slot Survey, 18 August 2015).                                       |
| Product quality and delivery                             | Met      | Continued focus on delivery and quality metrics.<br>Improved regional product delivery and go to market capability.   |
| Safety, health and environment                           | Met      | Ongoing education among all managers about their role in safety, particularly timely injury reporting.<br>Reduction in number and severity of workplace injuries.   |

#### Disclosures under Listing Rule 4.10.22

In accordance with Listing Rule 4.10.22, during the Reporting Period 337,500 securities were acquired on-market (at an average price of \$6.59 per security) to satisfy the Company's obligations under its various equity plans. The Appendix 3Bs released to the ASX on 18 December 2014, 2 February 2015 and 25 September 2015 highlight those shares issued to the Aristocrat Employee Equity Trust during the Reporting Period to satisfy the Company's obligations under the various equity and related plans. No securities were purchased or allocated by the Company to any Director or related party during the Reporting Period.

# Remuneration Report

## Section 3 Human Resources and Remuneration Committee

Details of the composition and responsibilities of the Human Resources (HR) and Remuneration Committee are set out in the Corporate Governance Statement. These responsibilities include making recommendations to the Board on Non-Executive Director and executive remuneration pay, policy and structure.

In making recommendations to the Board, the HR and Remuneration Committee considers proposals from management and seeks advice from external advisers from time to time to assist in its deliberations. The HR and Remuneration Committee has appointed Ernst & Young (EY) as the Company's 'Remuneration Consultant' for the purposes of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*.

The Board takes an active role in the governance and oversight of the Group's remuneration policies and practices. Approval of certain key human resources and remuneration matters is reserved for the Board, including setting remuneration for Non-Executive Directors, Executive KMP, Senior Executives and other employees and any exercise of its discretion in relation to the targets, goals or available funding pools in connection with the Group's incentive plans.

During the Reporting Period, EY provided independent advice to the Board in its review of remuneration arrangements. Remuneration advisers are engaged by the Chairperson of the HR and Remuneration Committee with an agreed set of protocols to be followed by the advisers, the HR and Remuneration Committee and management that determine the way in which remuneration recommendations would be developed and provided to the Board. This process is intended to ensure there could be no undue influence by Executive KMP for whom any recommendations may relate.

No remuneration recommendations, as defined by the Corporations Act 2001<sup>1</sup>, were made by the remuneration advisers during the Reporting Period.

1. A Remuneration Recommendation is a recommendation about (i) how much remuneration should be and/or (ii) what elements the remuneration should have, for members of the Group's key management personnel. It does not include the provision of market data, advice about the operation of the law or accounting principles or the provision of information of a general nature relevant to all employees of the Group.

## Section 4 Remuneration policy and structure

### 4.1 Board policy on Senior Executive remuneration

Aristocrat's executive remuneration approach is designed to remunerate executives for increasing shareholder value and achieving financial targets and business strategies. As a global organisation, it is also set to attract, retain and motivate appropriately qualified and experienced executives in each relevant labour market. Accordingly, the Board considers it desirable for remuneration packages of Senior Executives to include both a fixed component and an at-risk or performance related component (governing both short term and long term incentives). The approach is consistent with generally accepted Australian corporate practice. The HR and Remuneration Committee has recommended, and the Board has adopted, a policy that remuneration will:

- (a) support the short, medium and long-term financial targets and business strategies of the Group as set out in the strategic business plans endorsed by the Board;
- (b) provide a common interest between executives and shareholders by aligning the rewards that accrue to management to the creation of shareholder value; and
- (c) be competitive in the markets in which the Group operates in order to attract, motivate and retain high calibre executives.

The Board also considers it important that key employees have ongoing share ownership in the Company through the award of PSRs.

### 4.2 Overview of Senior Executive (including Executive KMP) remuneration approach and framework

The key features of the Group's Senior Executive remuneration framework are outlined below.

- **Fixed/variable mix** – Total remuneration includes both a fixed component and an at-risk or performance related component (governing both short term and long term incentives). The approach is consistent with generally accepted Australian corporate practice. The Board views the at-risk component as an essential driver of a high performance culture and superior shareholder returns.
- **Market positioning** – Senior Executives receive competitive fixed remuneration comprising cash salary, superannuation and other benefits which make up the 'fixed remuneration' component of their total remuneration package. Fixed remuneration is reviewed annually against the external market and compared to similar roles from a specifically identified peer group of companies for each role to ensure competitive positioning.

# Remuneration Report

## Section 4 Remuneration policy and structure continued

### 4.2 Overview of Senior Executive (including Executive KMP) remuneration approach and framework continued

- **STI Plan** – The STI Plan provides rewards for achievement of Business Score Goals and individual performance goals (the ‘Individual Performance Goals’) during the performance period.

Senior Executives can earn between nil and 200% of that Senior Executive’s target STI, subject to the satisfaction of business and individual performance objectives.

For Senior Executives participating in the STI Plan, part of the STI is delivered in cash and the remainder is deferred for up to 24 months as an equity award. As PSRs are granted at the conclusion of the performance period (i.e. following testing of the performance criteria) and are then used as a retention tool, the Board has determined that an amount (based upon the dividends paid by the Company during the deferral period) will accrue on the PSRs and will be paid in cash at the end of the deferral period to the extent that the PSRs vest.

- **LTI Plan** – During the Reporting Period, the Board determined that the following vesting conditions be applied to grants under the 2015 LTI Plan:

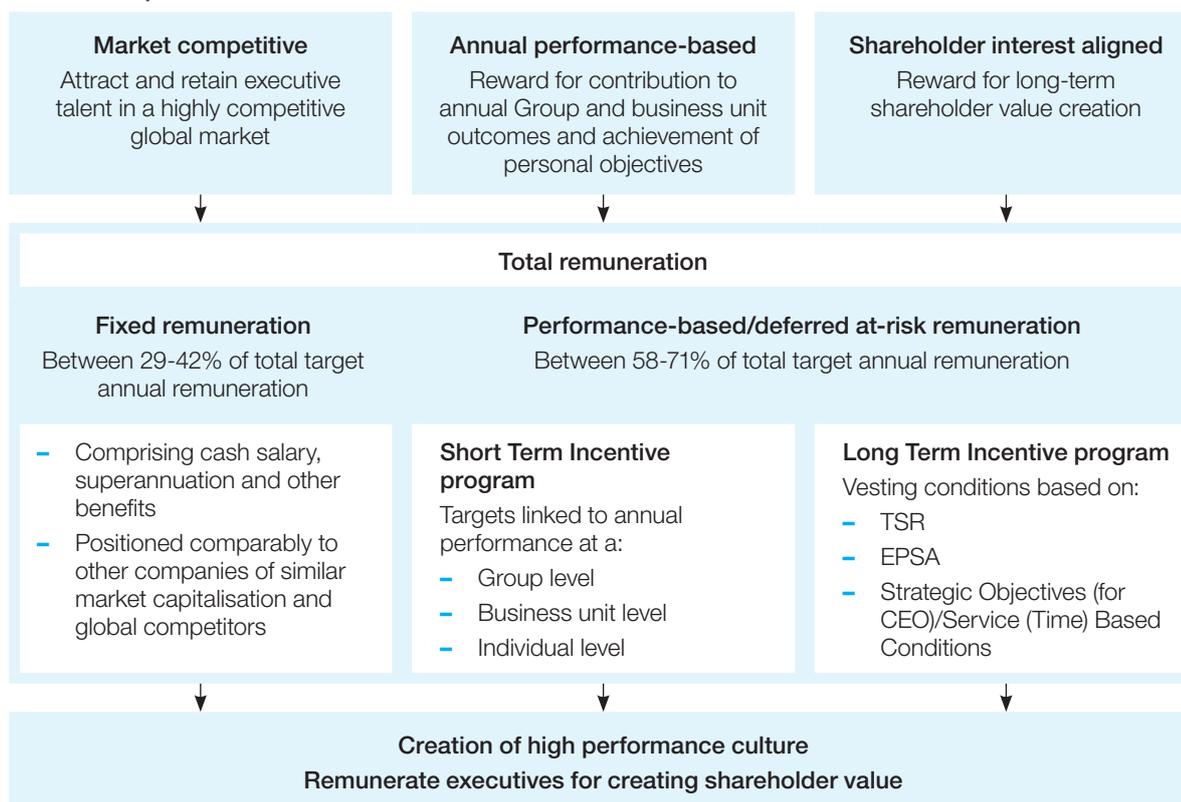
- a Relative TSR vesting condition, in relation to thirty percent (30%) of the PSRs granted;
- a Relevant EPSA (rather than a Relevant EPS) vesting condition, in relation to thirty percent (30%) of the PSRs granted; and
- achievement of strategic objectives set by the Board (Strategic Objectives) for the CEO and service based vesting (Service Based) for all other participants, in relation to forty percent (40%) of the PSRs granted.

Prior to the 2015 LTI Plan, participants with grants of PSRs would vest based on the Company’s three year:

- Relative TSR, in relation to thirty percent (30%) of the PSRs granted; and
- Relevant EPS for the 2013 LTI Plan and Relevant EPSA for the 2014 LTI Plan, in relation to seventy percent (70%) of the PSRs granted.

Any PSRs which vest will be converted automatically into fully paid ordinary shares. Holders of LTI PSRs are not entitled to dividends until the rights have vested and converted into shares.

**Table 5 Components of remuneration**



# Remuneration Report

The Group's remuneration policy requires that remuneration levels properly reflect the duties and responsibilities of Executive KMP. Typically, when Executive KMP meet target levels of performance, the combined elements of remuneration are designed to provide remuneration at the market median. For superior performance, the Group aims to remunerate Executive KMP in the range between the market median and the 75th percentile for total remuneration, in comparison to benchmark companies for each role. Factors such as the comparative size of the role and the individual's experience in the role are considered in setting remuneration levels relative to the policy.

The Board aims to achieve a balance between fixed and performance related components of remuneration. The actual remuneration mix for the Executive KMP will vary depending on the level of performance achieved at a Group, business unit and individual level. Where stretch targets for short term and long term incentives are met, then the proportion of total remuneration derived from at-risk components will be higher. This higher weighting of performance related remuneration reflects the Board's commitment to performance-based rewards.

The relative target proportions of Executive KMP remuneration that are at-risk and those that are fixed are as follows:

**Table 6 Details of remuneration: fixed and at-risk as a percentage of target remuneration**

| Name                             | Fixed remuneration % | At-risk – STI % | At-risk – LTI <sup>1</sup> % | Total % |
|----------------------------------|----------------------|-----------------|------------------------------|---------|
| <b>CEO and Managing Director</b> |                      |                 |                              |         |
| JR Odell                         | 29                   | 29              | 42                           | 100     |
| <b>Other Executive KMP</b>       |                      |                 |                              |         |
| A Korsanos                       | 39                   | 26              | 35                           | 100     |
| M Sweeny                         | 42                   | 27              | 31                           | 100     |

1. Represents the target remuneration package value at grant assuming all performance conditions have been met, excluding any contractual severance entitlements.

For full details of Executive KMP remuneration for the Reporting Period, refer to Table 13.

## Fixed remuneration

Executive KMP receive a competitive fixed remuneration comprising cash salary, superannuation and other benefits which make up the 'fixed remuneration' component of their total remuneration package.

Fixed remuneration is reviewed annually against the external market and compared to similar roles from a specifically identified peer group of companies. The international nature of the Group's operations and the global responsibilities of the Executive KMP, in addition to the mix of knowledge, skills, experience and performance, are considered when determining remuneration. The onerous probity requirements placed on certain Executive KMP by regulators of the global jurisdictions in which the Group operates are also considered in determining remuneration levels.

Executive KMP have the choice to have a combination of benefits including additional superannuation contributions and the provision of a vehicle provided from their fixed remuneration.

Executive KMP also (in certain instances) receive other benefits, including salary continuance, trauma, death and disability insurance. Executives are able to maintain memberships to appropriate professional associations. As appropriate, expatriate executives receive additional support including accommodation allowances, travel and life insurance and taxation advice.

Executive KMP do not receive retirement benefits other than those disclosed in Table 13.

# Remuneration Report

## Section 4 Remuneration policy and structure

continued

### 4.2.1 STI Plan

#### **What is the STI Plan and who participates?**

The STI Plan is an annual incentive program that, in respect of Senior Executives, may involve a cash and/or equity-based reward, payable subject to the satisfaction of performance conditions.

Participants in the STI Plan include Senior Executives and other employees who hold positions that are identified as being able to directly influence the Group's performance.

#### **Recent remuneration initiatives**

Following the acquisition of VGT, a majority of the Group's revenue is generated within the US and a majority of its senior leadership team is US based. As such, during the Reporting Period, the Board conducted a review of market data and executive remuneration practices in Australia and the US and identified some meaningful differences, primarily with respect to the design of variable reward programs.

Arising out of that exercise, the following elements of the STI Plan were identified as needing to be addressed:

- the significant increase in the impact of amortisation of acquired intangibles on Group performance following the acquisition of VGT;
- the Business Score Threshold of 90% was high in comparison to market practice, where it is generally set between 80 and 85%; and
- the funding curve above target was less competitive compared to market practice, providing less upside for outperformance against Business Score Goals.

Consequently, the Board determined that the following refinements apply to grants under the 2015 STI Plan in order to: (i) maintain a market competitive approach to Senior Executive remuneration, (ii) provide a common interest between executives and shareholders by aligning the rewards that accrue to management to the creation of shareholder value, and (iii) provide a relative, objective, external, market-based performance measure against those companies with which the Company competes for capital and talent:

- **Replacing NPAT with NPATA as part of Business Score Goals:** NPATA replaced NPAT as one of the target metrics comprising the Business Score Goals. The following two performance target metrics be used to align reward with shareholder returns:
  - NPATA – with a weighting of 70%; and
  - FCF – with a weighting of 30%.
- **Reducing the entry point into the STI Plan:** The Business Score Threshold be set to 85%.
- **Enhanced rewards (self-funded) for Business scores in excess of target:** Enhanced rewards for significant outperformance be built into the STI Plan. The modification to the funding curve above the Business Score Goals is self-funding.

#### **What are the maximum and minimum amounts that Senior Executives can earn under the STI Plan?**

Senior Executives can earn between nil and 200% of that Senior Executive's target STI, subject to the satisfaction of business and individual performance objectives.

As set out in Table 6, the target STI of an Executive KMP will vary from 27% to 29% of their total remuneration depending on the role, seniority of the individual and geographical location.

No payment is made under the STI Plan if the Business Score Threshold is not met. Special mitigating circumstances may be accepted, determined or approved on a case by case basis by the CEO and Managing Director, and subject to approval by the HR and Remuneration Committee and the Board.

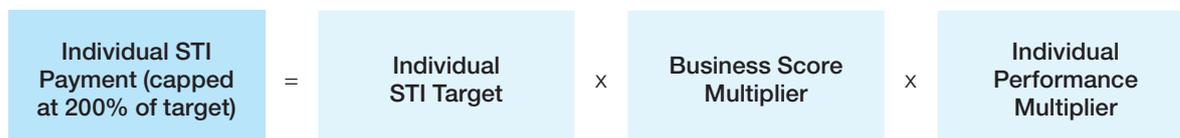
Equally, no payment is made unless Individual Performance Goals are achieved at a satisfactory level, signified by the Board approving an Individual Performance Rating of 'Meets Most Requirements' or better. The Individual Performance Rating is further explained below.

In combination, incentive opportunities increase with improved Business and Individual performance with higher range payments achievable when both the Business and the Individual have performed at a superior level.

# Remuneration Report

## How are STI payments determined?

STI payments are determined based on the following calculation:



### Business Score Multiplier

This is a multiplier to the incentive of between 0% and 200% based on the Business Score. For employees in a region or business unit, the Business Score result is based 50% on the Group result and 50% on their regional or business unit result.

#### Business Score for employees in a region or business unit

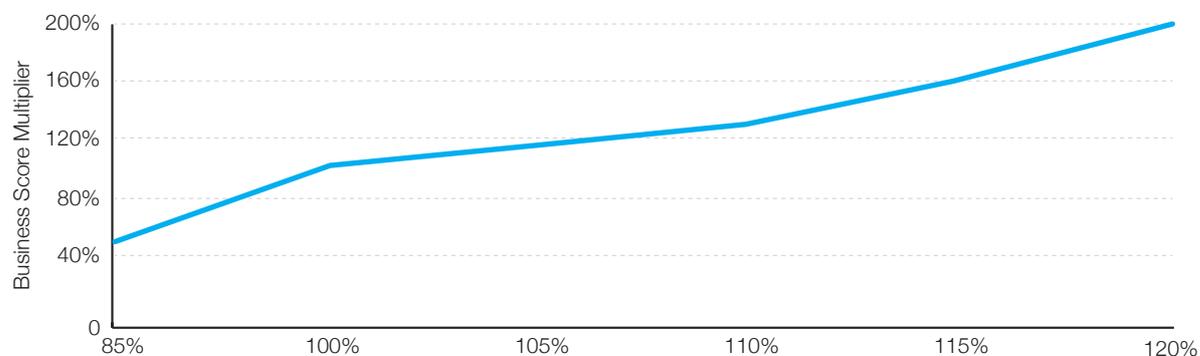
The Business Score is a combination (average) of the Group Score and the Regional Score.

| Group Score (50%)                 | Regional Score (50%)                         |
|-----------------------------------|--|
| - NPATA – with a weighting of 70% | - EBIT – with a weighting of 70%             |
| - FCF – with a weighting of 30%   | - FCF <sup>1</sup> – with a weighting of 30% |

1. In the case of employees in a region or business unit, the FCF metric is measured as operating cash flow against an EBIT (not NPATA) conversion rate set by the Board.

For employees whose role is multi-regional or global in nature – including all Executive KMP – the Regional component is replaced by the Group component, meaning they are judged entirely on the Group's result.

The final Business Score is converted to the Business Score Multiplier according to the following chart:



No incentive is paid if the Business Score is below the Business Score Threshold (being 85% of the Business Score Goals). If the Business Score is above 120%, the multiplier will cap at 200%.

# Remuneration Report

## Section 4 Remuneration policy and structure continued

### 4.2.1 STI Plan continued

#### Individual Performance Multiplier

This is a multiplier to the incentive of between 0% and 150% based on the performance of the individual. The following ratings summary is used to assess individual performance for all STI Plan participants:

**Table 7 Individual Performance Ratings**

| Underperforms  | Meets Most Requirements  | Meets Requirements  | Exceeds Requirements   |
|--|--|---|--|
| <ul style="list-style-type: none"> <li>- is not meeting many of the inherent requirements of the job and/or delivering the expected results</li> <li>- is not exhibiting some or many of the corporate behaviours</li> </ul> | <ul style="list-style-type: none"> <li>- has achieved most, but not all, of their objectives</li> <li>- exhibiting some of, but not all of, the corporate behaviours</li> <li>- may be new to role and demonstrating strong potential</li> </ul> | <ul style="list-style-type: none"> <li>- meets the expectations of their job</li> <li>- clearly and consistently demonstrates the corporate behaviours</li> </ul> | <ul style="list-style-type: none"> <li>- has achieved all of their stretch objectives at a superior level</li> <li>- role models the corporate behaviours</li> </ul> |

Individual key Performance Goals are determined for each Senior Executive to deliver the Group's short-term and long-term success, in line with the business plan. See Table 4 for more details.

The final performance rating is converted to the Individual Performance Multiplier according to the following:

| Outcome | Underperforms | Meets most requirements | Meets requirements | Exceeds requirements |
|---------|---------------|-------------------------|--------------------|----------------------|
| Min     | 0%            | 60%                     | 80%                | 120%                 |
| Mid     | 0%            | 75%                     | 100%               | 130%                 |
| Max     | 0%            | 90%                     | 120%               | 150%                 |

Below a "Meets Most Requirements" level no incentive will be paid, and for an "Exceeds Requirements" level the multiplier will cap at 150%. The final percentage applied within the range will be determined by the individual's manager. In the case of Executive KMP and other CEO direct reports, these will be reviewed by the Board.

The maximum incentive that can be paid to any individual is capped at 200% of STI target.

#### Why were these performance conditions chosen?

The Board considers these performance measures to be appropriate as they are aligned with the Group's objectives of delivering sustainable growth and sustainable superior returns to shareholders. In addition, Senior Executives have a clear line of sight to the targets and are able to affect results through their actions.

Performance measures and conditions are reviewed annually and are subject to change as considered appropriate. Financial targets are established following Board review and approval of the annual plan for the following year.

The Board has a discretion to review and amend the Business Score Goals during the performance period (up or down) where significant unforeseen events have occurred which are outside of the control of management.

#### Who assesses performance and when?

In respect of the performance of the CEO and Managing Director, the Board assesses performance against the performance conditions with the benefit of advice from the HR and Remuneration Committee.

In respect of the Executive KMP (other than the CEO and Managing Director), the CEO and Managing Director assesses the Executive KMP's performance against the performance conditions and makes recommendations to the HR and Remuneration Committee which advises the Board in relation to the CEO and Managing Director's recommendations and the review process.

The assessment process as set out above is consistent with current market practice.

# Remuneration Report

## ***Is the STI a cash award and when is it paid?***

For Senior Executives participating in the STI Plan, part of the STI is delivered in cash and the remainder is deferred as an equity award. If an STI award is at target, a minimum of 50% of the award will be deferred as an equity award (being PSRs). The Board has the discretion to determine the percentage which will be deferred as an equity award if the award is less or greater than target. During the deferral period, dividends will be accrued and will be paid at the end of the deferral period to the extent that the PSRs vest.

Once the HR and Remuneration Committee recommends and the Board determines that the performance conditions have been met, the payment of cash and the grant of PSRs will also then be approved.

Fifty percent (50%) of the PSRs granted to the Senior Executive will vest after one year and the remaining 50% will vest after two years. There will be no additional performance conditions applicable to the vesting of the PSRs to the Senior Executive, with the exception of the continued employment by the Senior Executive with the Group (see below for further information on forfeiture of PSRs).

The PSRs will be issued at the volume-weighted average price (VWAP) over the five trading days immediately prior to and including the last day of the performance period (for awards under the 2015 STI Plan this was 30 September 2015).

## ***Can the PSRs be forfeited?***

Unvested PSRs will be forfeited if the Senior Executive leaves the Group's employment. The Board has discretion to determine otherwise for a 'Qualifying Reason' (such as death, redundancy or if the participant is a 'good leaver') or any other reason. As a general rule, a Senior Executive will not be deemed to be a 'good leaver' to the extent they are terminated for cause, breach or underperformance or they resign from the Company.

Specific information relating to the percentage of the STI which was paid and the percentage that was forfeited for the Senior Executives is set out in Table 14.

## ***Is there a clawback mechanism?***

The STI Plan rules contain clawback provisions which apply to awards from the financial year commencing 1 January 2011 onwards. Pursuant to the provisions, in the event of a material misstatement of performance, or other factors deemed by the Board to be materially significant, the Board has the discretion to clawback STI payments from deferred amounts and (if necessary) future earnings of the CEO and Managing Director and Executive Leadership Team. The Board considers that the clawback provisions enhance the Group's remuneration governance framework by providing an additional control to ensure reward is aligned to performance and shareholder interests.

## **4.2.2 LTI Plan**

This section summarises the terms of the 2015 LTI Plan (Series 28 and 29).

### ***What is the LTI Plan?***

The LTI Plan links reward with ongoing creation of shareholder value through the grant of PSRs. Each PSR granted will entitle the participant to one ordinary share in the Company, subject to satisfaction of vesting conditions.

Details of the grants made to Executive KMP during the 2015 financial year are set out in Table 15.

### ***Who participates in the LTI Plan?***

Participants in the LTI Plan include Executive KMP as well as any employee of the Group who is invited by the Board to participate. Following the most recent review of incentive arrangements across the Group, the Board determined that participation in the LTI Plan will be limited to Senior Executives in 2015.

### ***What are the key terms of the PSRs?***

PSRs are granted at no cost to the participant. Each PSR granted will entitle the participant to one ordinary share in the Company, subject to satisfaction of vesting conditions set by the Board in respect of the grant.

If the relevant vesting conditions are satisfied at the end of the performance period, then the PSRs will vest (ordinarily following the FY results announcement, on or around November) and fully paid shares in the Company will be allocated to the participant at no cost.

PSRs granted under the plan are not transferable. Participating Senior Executives are prohibited from entering into hedging arrangements in respect of unvested PSRs.

Vesting conditions, the designated performance period and the quantity of the PSRs offered to each participant are determined by the Board on advice from the HR and Remuneration Committee. Further information in relation to the vesting conditions and performance periods is set out below.

### ***Why does the Board consider the LTI to be an appropriate incentive?***

The LTI Plan facilitates share ownership by the Senior Executives and other key employees and links a significant proportion of their potential remuneration with the key performance and retention drivers which underpin sustainable and superior shareholder returns.

# Remuneration Report

## Section 4 Remuneration policy and structure

continued

### 4.2.2 LTI Plan continued

#### Recent remuneration initiatives

Following on from the review of market data and executive remuneration practices (noted in the Executive Summary), the following elements of the LTI Plan were identified during the Reporting Period as needing to be addressed:

- two financial measures (TSR and EPS) were less competitive to peers and others in the market who have elements of service based vesting (restricted stock) or achievement of 'strategic goals'; and
- a participant's LTI dollar target value was set reflecting the use of 'fair value' to determine number of PSRs, however there is an emerging trend for the use of 'face value' to calculate PSR grants. 'Fair value' methodology takes into account the probability or likelihood of achieving performance hurdles in valuing the LTI instrument for allocation purposes, whilst 'face value' methodology typically calculates the number of instruments for allocation based on the share price at date of grant (more particularly, based on the 5 day VWAP leading up to the start of the performance period).

Consequently, the Board determined that the following refinements apply to grants under the 2015 LTI Plan in order to (i) maintain a market competitive approach to Senior Executive remuneration, (ii) provide a common interest between Senior Executive and shareholders by aligning the rewards that accrue to management to the creation of shareholder value, and (iii) provide a relative, objective, external, market-based performance measure against those companies with which the Company competes for capital and talent:

- **Strategic and Service based vesting conditions:** Inclusion of a third vesting condition in relation to 40% of the LTI grant, being the achievement of strategic objectives as set by the Board (for the CEO) and service based vesting (for all other participants); and
- **Fair value to face value:** A move from 'fair value' to 'face value' to determine the number of PSRs to be granted to participants.

These changes were previously disclosed to the market in the Company's 2015 Notice of Meeting in connection with a resolution seeking approval for the grant of PSRs to the CEO.

#### How is the number of PSRs determined?

The actual number of PSRs to be granted to a Senior Executive will be determined by:

- (a) calculating the 'face value' of the Company's shares based on the volume-weighted average price for the five trading days up to and including the day before the start of the performance period (the Face Value); and
- (b) dividing the LTI Opportunity by the Face Value and rounding to the nearest whole figure.

In determining the 'LTI Opportunity', the Board will take into account the nature of the position, the context of the current market, the function and purpose of the long-term component and other relevant information. For grants under the 2015 LTI Plan, a participant's LTI Opportunity will be grossed up to ensure that the value of the grant (taking into account all other factors) will be the same as if done under the 'fair value' methodology.

#### What are the vesting conditions for the PSRs?

The Board determined that the following vesting conditions will apply to grants under the 2015 LTI Plan:

- a Relative TSR vesting condition in relation to 30% of the PSRs granted;
- a Relevant EPSA vesting condition in relation to 30% of the PSRs granted; and
- a vesting condition relating to achievement of strategic objectives set by the Board (Strategic Objectives) for the CEO and service based vesting conditions (Service Based) for all other participants in relation to 40% of the PSRs granted.

Series 28 and 29 PSRs were granted in 2015. The performance period for Series 28 and 29 is 1 October 2014 to 30 September 2017.

Table 15 sets out further information on the PSRs granted to Executive KMP in 2015.

#### How is the number of vested PSRs determined? Series A – Relative TSR vesting condition (30% of total PSRs)

Relative TSR performance will be assessed over a three year period which will commence at the start of the financial year during which the PSRs are granted.

In order for any of the PSRs to vest pursuant to the Relative TSR vesting condition, the Company's compound TSR (calculated by reference to share price appreciation plus dividends) must be equal to or greater than the median ranking of constituents of the Peer Comparator Group.

For grants made during the Reporting Period, the entities comprising the Peer Comparator Group are the constituents of the S&P/ASX100 Index as at 1 October 2014.

# Remuneration Report

The link between the Company's TSR performance and the percentage of the PSRs which will vest pursuant to the Relative TSR vesting condition is represented in the following table:

**Table 8 TSR vesting percentages**

| Company TSR ranking against Peer Comparator Group      | PSRs subject to Relative TSR vesting condition that vest (%) |
|--|--|
| Below the median ranking                               | 0%   |
| At the median ranking                                  | 50%  |
| Above the median ranking but below the 75th percentile | Between 50% and 100%, increasing on a straight line basis    |
| At or above the 75th percentile                        | 100%   |

The Board may adjust the TSR vesting conditions to ensure that an executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions.

### *Series B – Relevant EPSA vesting condition (30% of total PSRs)*

The Relevant EPSA vesting condition is measured by comparing the Company's compound annual EPSA growth rate (CAGR) over a three year period (1 October 2014 to 30 September 2017 in respect of grants under the 2015 LTI Plan) against the 'minimum' EPSA growth and the 'maximum' EPSA growth thresholds, as set by the Board at the beginning of the performance period. The Board selected Relevant EPSA as a vesting condition on the basis that it:

- is a relevant indicator of increases in shareholder value;
- neutralises the tax effected amortisation expense of acquired intangibles (most notably VGT), which is a non-cash charge and not representative of underlying performance of the business and cash flow generation; and
- is a target that provides a suitable line of sight to encourage executive performance.

Relevant EPSA performance will be measured using the most recent financial year-end prior to the award as the base year, and the final financial year in the three year performance period as the end year.

Relevant EPSA will be calculated by dividing the Company's NPATA for the relevant reporting period by the weighted average number of ordinary shares in the Company on issue during that period.

The EPSA growth thresholds set by the Board for the performance period will be disclosed in the Remuneration Report published in respect of the year in which PSR vesting is tested.

As the Relevant EPSA component is determined as the compound EPSA growth over a three year period, the extent of vesting of the Relevant EPSA component of the LTI cannot be determined until the conclusion of the three year performance period.

The link between the Company's compound annual EPSA growth rate and the percentage of the PSRs which will vest pursuant to the Relevant EPSA vesting conditions is represented in the following table:

**Table 9 EPSA vesting percentages**

| Company's EPS performance   | % of vesting of PSRs                                      |
|---|---|
| Less than the minimum EPS growth threshold  | 0%  |
| Equal to the minimum EPS growth threshold   | 50%   |
| Greater than the minimum EPS growth threshold, up to the maximum EPS growth threshold | Between 50% and 100%, increasing on a straight line basis |
| Greater than the maximum EPS growth threshold   | 100%  |

The Board may adjust the Relevant EPSA vesting conditions to ensure that an executive is neither advantaged nor disadvantaged by matters outside of management's control that affect achievement of the vesting conditions.

# Remuneration Report

## Section 4 Remuneration policy and structure continued

### 4.2.2 LTI Plan continued

#### **How is the number of vested PSRs determined?** continued

#### **Series C – Strategic objectives/service (time) based vesting condition (40% of total PSRs)**

##### *Strategic Objectives (for the CEO)*

Achievement of the Strategic Objectives condition will be measured based on the Board's qualitative assessment of performance during the three year period against defined strategic parameters which include developments in the Company's recurring revenue and digital businesses, maximising opportunities in the Class II market and successful development of senior management capabilities.

As the objectives set by the Board are assessed over a three year period, the extent of vesting of the Strategic Objectives component of the LTI Plan cannot be determined until the conclusion of the three year performance period.

The objectives and the Board's assessment of the Company's achievement of these objectives will be disclosed in the Remuneration Report published in respect of the year in which PSR vesting is tested.

##### *Service (time) based (all other participants)*

The serviced (time) based element of the LTI Plan will vest subject to the participant being employed by a member of the Group for the entire performance period, and having maintained an adequate level of individual performance, as determined by the Board (Service/Time Based Conditions).

#### **Why were these vesting conditions chosen?**

The Board selected Relative TSR as a vesting condition on the basis that it:

- ensures an alignment between comparative shareholder return and reward for the executive;
- provides a relative, objective, external, market-based performance measure against those companies with which the Company competes for capital and talent; and
- is widely understood and accepted by various key stakeholders.

The Board selected Relevant EPSA as a vesting condition on the basis that it:

- is a relevant indicator of increases in shareholder value;
- neutralises the tax effected amortisation expense of acquired intangibles (most notably VGT), which is a non-cash charge and not representative of underlying performance of the business and cash flow generation; and
- is a target that provides a suitable line of sight for executives.

The Serviced Based Condition ensures that the Group's LTI Plan is competitive to peers who have elements of service based vesting (restricted stock).

#### **Who assesses performance and when?**

Relative TSR and Relevant EPSA results are calculated by the Company and the remuneration adviser, as soon as practicable after the end of the relevant performance period. The calculations are considered by the Board to determine vesting outcomes. This process is consistent with current market practice.

#### **Is there any retesting of vesting conditions?**

The vesting conditions are tested only at the end of the performance period. There is no retesting of vesting conditions.

#### **Are the shares granted upon vesting of PSRs subject to restrictions?**

Shares allocated on vesting of the PSRs are subject to the terms of the Group's Share Trading Policy, and carry full dividend and voting rights upon allocation.

#### **Are the shares issued or acquired on-market?**

It is the current policy of the Group to issue new shares to satisfy the vesting of PSRs. The Board also has discretion to acquire shares on-market to satisfy vesting of PSRs when they believe it to be appropriate.

# Remuneration Report

## ***What happens if the Senior Executive ceases employment during the performance period?***

If a participant in the LTI Plan ceases employment with the Group during the first 12 months of the performance period, regardless of the reason, then any PSRs in relation to that performance period will lapse.

If a participant ceases employment with the Group after the first 12 months of the performance period, the Board has the express discretion to determine that some or all PSRs vest or lapse.

Where a participant acts fraudulently, dishonestly, joins a competitor or is, in the Board's opinion, in breach of his or her obligations to the Group, then any unvested PSRs will lapse and any shares in the Group allocated but not yet withdrawn pursuant to the terms of the LTI Plan Rules will be forfeited.

## ***What happens if a change of control event occurs?***

If a change of control event occurs, the Board determines (in its discretion) the appropriate treatment regarding PSRs. Where the Board does not exercise this discretion, there will be a pro rata vesting of PSRs.

### **4.3 Service agreements**

The remuneration and other terms of employment for the Executive KMP are formalised in service agreements, which have no specified term. Each of these agreements provide for performance related bonuses under the STI program (the terms of which are described in Section 4.2.1), and participation, where eligible, in the Group's LTI program (the terms of which are described in Section 4.2.2). Other major provisions of the service agreements of the Executive KMP are as follows:

**Table 10 Service agreements**

|                                  | <b>Notice to be given by executive</b> | <b>Notice to be given by Group<sup>1</sup></b> | <b>Termination payment</b>     | <b>Post-employment restraint</b> |
|----------------------------------|--|--|--------------------------------|----------------------------------|
| <b>CEO and Managing Director</b> |  |  |                                |                                  |
| <b>JR Odell</b>                  | 6 months                               | 12 months                                      | 12 months (fixed remuneration) | 12 months                        |
| <b>Other Executive KMP</b>       |  |  |                                |                                  |
| <b>A Korsanos</b>                | 3 months                               | 3 months                                       | 6 months (fixed remuneration)  | 6 months                         |
| <b>M Sweeny</b>                  | 3 months                               | –  | 12 months (fixed remuneration) | 12 months                        |

1. Payments may be made in lieu of notice period.

### **4.4 Share trading policy**

The Group's share trading policy prohibits the use of Derivatives (as defined in the policy) in relation to unvested equity instruments, including PSRs and vested securities which are subject to disposal restrictions. Derivatives may be used in relation to vested positions which are not subject to disposal restrictions, subject to compliance with the other provisions of the share trading policy.

Senior Executives are strictly prohibited from entering into a margin loan or similar funding arrangement to acquire the Company's securities and from using Company securities as security for a margin loan or similar funding arrangements.

Breaches of the Group's share trading policy are regarded very seriously and may lead to disciplinary action being taken (including termination of employment).

# Remuneration Report

## Section 5 Non-Executive Director remuneration

Details of the Non-Executive Directors of the Company during the Reporting Period are provided in the Directors' Report.

### 5.1 Board policy on Non-Executive Director remuneration

The remuneration of the Non-Executive Directors is not linked to the performance of the Group in order to maintain their independence and impartiality. In setting fee levels, the HR and Remuneration Committee, which makes recommendations to the Board, obtains advice from an independent remuneration adviser and takes into account the demands and responsibilities associated with the Directors' roles and the global scope and highly regulated environment in which the Group operates. The Board will continue to review its approach to Non-Executive Director remuneration to ensure it remains in line with high standards of corporate governance.

### 5.2 Components and details of Non-Executive Director remuneration

Non-Executive Directors receive a fixed fee (inclusive of superannuation and committee memberships) for services to the Board. The Chair of each committee receives an additional fee for that service.

Non-Executive Directors' fees (including committee fees) are set by the Board within the maximum aggregate amount of A\$2,000,000 approved by shareholders at the AGM in February 2013. Prior to this, the annual fee cap was A\$1,750,000.

During the Reporting Period, the Board engaged Egan Associates to undertake a review of contemporary market practices in relation to Non-Executive Director emoluments. Egan Associates also benchmarked market practices for non-resident Directors who are required to attend Board meetings away from their principal residential domicile. No remuneration recommendations, as defined by the *Corporations Act 2001* (Cth), were made by Egan Associates in this regard.

The Board determined that the fees below be payable to Non-Executive Directors during the Reporting Period.

#### Table 11 Non-Executive Director fees

##### From 1 April 2015

| Board fees per annum                              | Other fees per annum <sup>1</sup>                    |
|---|--|
| \$215,000 for Non-Executive Director <sup>2</sup> | Additional \$25,000 for Committee Chair <sup>2</sup> |
| \$460,000 for Chairman <sup>2</sup>               | Additional \$40,000 for Lead US Director             |

1. Fees paid to Australian-based Non-Executive Directors are paid in AUD. Fees paid to US-based Non-Executive Directors are paid in USD converted at a rate of A\$1 to US\$1. Inclusive of statutory superannuation obligations made on behalf of Australian-based Non-Executive Directors.
2. Inclusive of all statutory superannuation obligations and committee service.

##### From 1 October 2014 to 31 March 2015

| Board fees per annum                  | Committee Chair fees per annum           |
|---------------------------------------|--|
| A\$200,000 for Non-Executive Director | Additional A\$15,000 for Committee Chair |
| A\$425,000 for Chairman               |  |

The regulatory requirements of the environment in which the Company operates impose a considerable burden on the Non-Executive Directors and their families who are required to disclose detailed personal and financial information and submit to interviews, including in foreign jurisdictions. These requirements are taken into account in determining the fees payable to Non-Executive Directors. Regard was also had to time commitments required of Non-Executive Directors in connection with the number of Board and Committee meetings that Non-Executive Directors attend each year.

Non-Executive Directors are entitled to be reimbursed for all reasonable business related expenses, including travel, as may be incurred in the discharge of their duties.

The Group does not make sign-on payments to new Non-Executive Directors and the Board does not provide for retirement allowances for Non-Executive Directors.

Given the large amount of additional work undertaken by the Board during the Reporting Period, particularly in relation to the diligence, negotiation and execution of the VGT acquisition and associated equity and debt financing, it was determined that each NED would receive a fixed sum of A\$25,000 in addition to the fees noted above.

The remuneration details of Non-Executive Directors for the Reporting Period are set out in Table 17.

# Remuneration Report

## Section 6 Alignment between remuneration and Group performance

As detailed in Sections 4.2.1 and 4.2.2, various elements of the Group's remuneration policy are linked to Group performance, in particular, the achievement of the Business Score Goals set by the Board under the STI Plan (being NPATA, EBIT and FCF targets) and the Relevant EPSA, Relative TSR and strategic objectives/service based vesting conditions set by the Board under the LTI Plan.

When target performance is achieved, target executive rewards are earned. When above target STI performance is achieved, executives earn above target rewards.

Over the past five financial years, the Group's remuneration policy has been aligned to Group performance and value growth for shareholders.

The table and graph below set out information about movements in shareholder wealth for the financial years ended 31 December 2011 to 30 September 2015. Further details about the Group's performance over this period can be found in the Five Year Summary contained in this Annual Report.

**Table 12 Summary of movement in shareholder wealth**

|   | 12 months to<br>30 Sept 2015 | 12 months to<br>30 Sept 2014 | 12 months to<br>30 Sept 2013 | 9 months to<br>30 Sept 2012 <sup>1</sup> | 12 months to<br>31 Dec 2011 |
|---|------------------------------|------------------------------|------------------------------|--|-----------------------------|
| Share price as at financial year-end (A\$)                  | 8.61                         | 5.84                         | 4.62                         | 2.69                                     | 2.20                        |
| Total dividends paid (cps)                                  | 17.0                         | 16.0                         | 14.5                         | 6.0                                      | 6.5                         |
| EPS (fully diluted)/EPSA (fully diluted) (cps) <sup>2</sup> | 30.1/37.1                    | 22.8/23.1                    | 19.4                         | 8.3                                      | 12.3                        |
| TSR (%)   | 50.3%                        | 29.9%                        | 77%                          | 25%                                      | -24.2%                      |
| Short term cash incentives (% of maximum Group target)      | 170%                         | 110%                         | 66%                          | 100%                                     | 27%                         |
| Long term incentives (% vesting)                            |                              |                              |                              |  |                             |
| – 3 year performance period to 30 September                 | 94.4%                        | n/a                          | n/a                          | n/a                                      | n/a                         |
| – 3 year performance period to 31 December                  | 87.1%                        | 30%                          | 0%                           | 0%                                       | 0%                          |

1. For comparative purposes, the percentage of short term cash incentives and long term incentives disclosures relates to the 2012 STI award and 2010 LTIP awards tested following the end of the performance period, being 31 December 2012.
2. Excluding the effect of significant items which are not representative of the underlying operational performance of the Group.

## TSR performance

The following graphs demonstrate the Company's TSR performance versus that of the Peer Comparator Group over (i) the 2012 LTI Grant performance period 1 January 2012 to 31 December 2014, and (ii) the 2013 LTI Grant performance period 1 October 2012 to 30 September 2015.

**Diagram: Aristocrat TSR Performance v Peer Comparator Group (%)**

**TSR: 1 January 2012 – 31 December 2014**



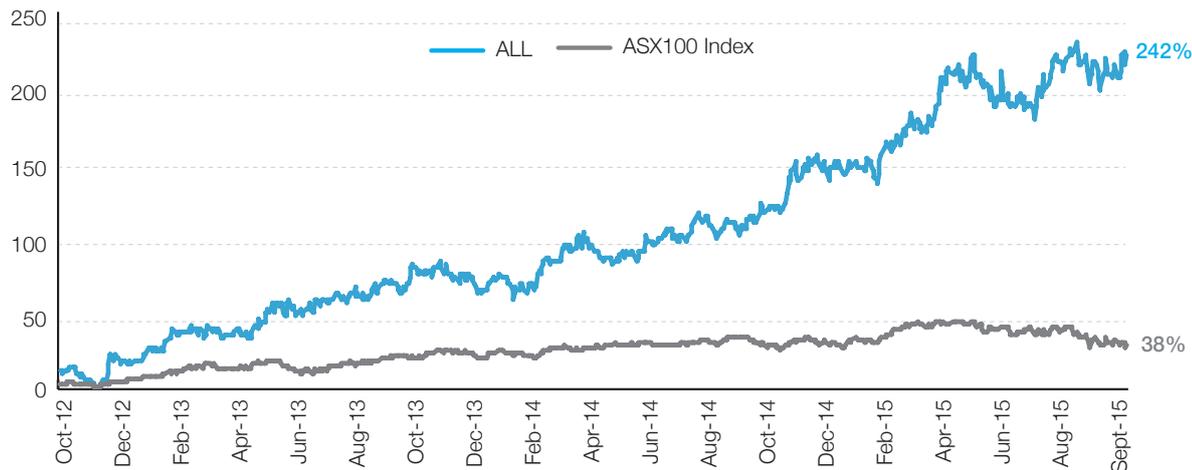
# Remuneration Report

## Section 6 Alignment between remuneration and Group performance continued

### TSR performance continued

The Group achieved a TSR of 47.89% over the three year 2012 LTI Grant performance period compared to the Peer Comparator Group of 15.37%. As a result, 100% of the PSRs linked to this measure vested.

#### TSR: 1 October 2012 – 30 September 2015

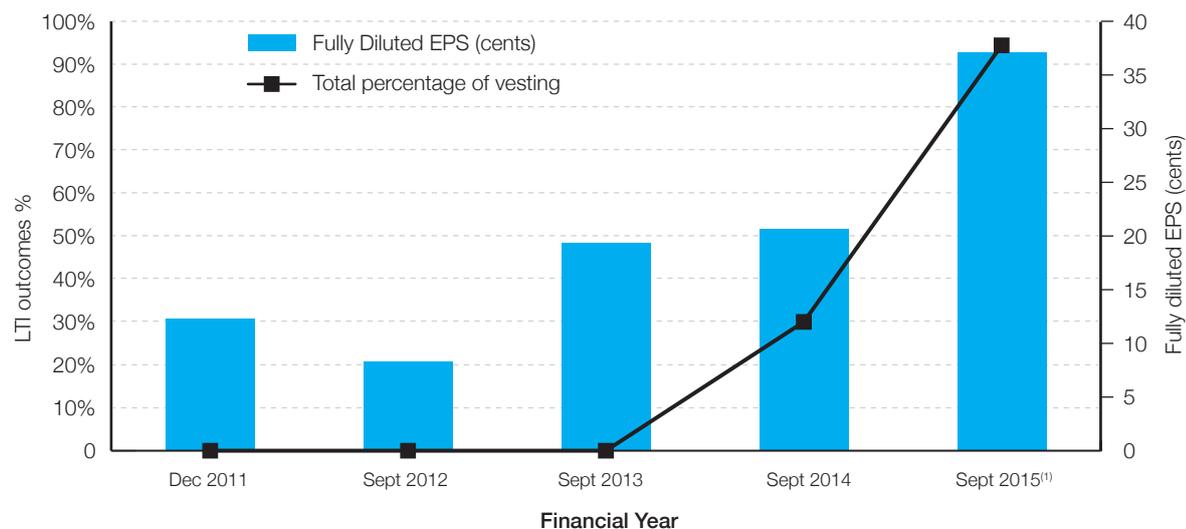


The Group achieved a TSR of 49.72% over the three year 2013 LTI Grant performance period compared to the Peer Comparator Group of 12.04%. As a result, 100% of the PSRs linked to this measure vested.

### Diagram: Relationship between LTI outcomes and TSR/EPS

The graph below shows the correlation between Executive KMP LTI outcomes and key LTI financial metrics (TSR and EPS) over the past five years.

#### Relationship between LTI outcomes and performance



(1) September 2015 LTI % vesting

# Remuneration Report

## Section 7 Remuneration tables and data

### 7.1 Details of Executive KMP remuneration

The following table reflects the accounting value of remuneration attributable to Executive KMP, derived from the various components of their remuneration. This does not necessarily reflect actual amounts paid to Executive KMP due to the conditional nature (for example, performance criteria) of some of these accrued amounts.

As required by the Accounting Standards, the table includes credits for PSRs which were forfeited during the year and the amortised value of PSRs that may vest in future reporting periods.

Table 13 Statutory Executive KMP remuneration table

|                                  | Short-term benefits      |                           |                                    | Post-employment benefits |                          | Long-term benefits              | Share-based payments <sup>5</sup> |                       | Total             | % of share-based remuneration (LTI PSRs) |
|----------------------------------|--------------------------|---------------------------|------------------------------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|-----------------------|-------------------|--|
|                                  | Cash salary <sup>1</sup> | Cash bonuses <sup>2</sup> | Non-monetary benefits <sup>3</sup> | Superannuation           | Termination <sup>4</sup> | Long service leave <sup>4</sup> | STI PSRs <sup>6</sup>             | LTI PSRs <sup>7</sup> |                   |  |
|                                  | \$                       | \$                        | \$                                 | \$                       | \$                       | \$                              | \$                                | \$                    | \$                | %  |
| <b>CEO and Managing Director</b> |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| <b>JR Odell</b>                  |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2015                     | 1,617,205                | 1,650,000                 | 3,234                              | 32,795                   | -                        | 26,939                          | 1,322,500                         | 2,065,058             | 6,717,731         | 30.7                                     |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2014                     | 1,624,705                | 1,622,500                 | 13,337                             | 25,117                   | -                        | 47,818                          | 937,791                           | 944,569               | 5,215,837         | 18.1                                     |
| <b>Other Executive KMP</b>       |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| <b>A Korsanos</b>                |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2015                     | 661,746                  | 480,000                   | -                                  | 19,045                   | -                        | 14,138                          | 421,370                           | 556,471               | 2,152,770         | 25.8                                     |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2014                     | 619,473                  | 552,000                   | -                                  | 18,027                   | -                        | 18,632                          | 290,461                           | 282,988               | 1,781,581         | 15.9                                     |
| <b>M Sweeny<sup>8</sup></b>      |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2015                     | 765,124                  | 433,248                   | -                                  | -                        | -                        | -                               | 330,118                           | 182,030               | 1,710,520         | 10.6                                     |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2014                     | 17,688                   | 168,350                   | 112,233                            | -                        | -                        | -                               | 3,988                             | -                     | 302,259           | -  |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2015                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| <b>Total</b>                     | <b>3,044,075</b>         | <b>2,563,248</b>          | <b>3,234</b>                       | <b>51,840</b>            | <b>-</b>                 | <b>41,077</b>                   | <b>2,073,988</b>                  | <b>2,803,559</b>      | <b>10,581,021</b> | <b>26.5</b>                              |
| 12 months to                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| 30 Sept 2014                     |                          |                           |                                    |                          |                          |                                 |                                   |                       |                   |  |
| <b>Total</b>                     | <b>2,261,866</b>         | <b>2,342,850</b>          | <b>125,570</b>                     | <b>43,144</b>            | <b>-</b>                 | <b>66,450</b>                   | <b>1,232,240</b>                  | <b>1,227,557</b>      | <b>7,299,677</b>  | <b>16.8</b>                              |

# Remuneration Report

## Section 7 Remuneration tables and data continued

### 7.1 Details of Executive KMP remuneration continued

1. Amounts shown as cash salary and fees include amounts sacrificed in lieu of other benefits at the discretion of the individual. To the extent that benefits are paid and subject to Fringe Benefits Tax (FBT), the above amount includes FBT.
2. Amounts reflect the non-deferred cash component of the 2015 STI incentives.
3. Non-monetary benefits include insurance and travel costs, relocation costs, expatriate related costs and associated FBT.
4. The amounts provided for by the Group during the financial year in relation to accruals for long service leave.
5. In accordance with the requirements of the Australian Accounting Standards, remuneration includes a proportion of the fair value of equity compensation granted or outstanding during the year. The fair value of equity instruments which do not vest during the reporting period is determined as at the grant date and is progressively allocated over the vesting period. The amount included as remuneration is not related to or indicative of the benefit (if any) that individual Executive KMP may ultimately realise should the equity instruments vest. An independent accounting valuation for each tranche of PSRs at their respective grant dates has been performed by EY. In undertaking the valuation of the PSRs, EY has used a TSR model and an EPSA model. These models are described below:

#### TSR model

EY uses the Monte-Carlo simulation-based model which incorporates the impact of performance hurdles and the vesting scale on the value of the PSRs. This pricing model takes into account factors such as the Company's share price at the date of grant, volatility of the underlying shares, the risk-free rate of return, expected dividend yield and the likelihood that vesting conditions will be met. The accounting valuation of rights issued is allocated equally over the vesting period.

#### EPSA model

The Binomial Tree model was used to determine the fair value of PSRs. This pricing model takes into account factors such as the Company's share price at the date of grant, the risk-free rate of return, expected dividend yield and time to maturity. The accounting valuation of rights issued is allocated over the vesting period so as to take into account the expected level of vesting over the performance period.

For the purposes of remuneration packaging, the 'face value' (volume-weighted average price for the five trading days up to and including the day before the start of the performance period) is adopted for determining the total number of PSRs to be allocated as this valuation best reflects the fair value of PSRs to each executive at that time. The requirements of AASB 2 in relation to the treatment of non-market vesting conditions, such as earnings per share growth and share-based remuneration requiring shareholder approval, results in accounting expense and disclosures differing from the value allocated for the purposes of remuneration packaging.

6. A component of STI awards payable to Executives KMP will be satisfied by the grant of deferred share rights. Half will vest after one year, with the remainder vesting after two years, both subject to relevant forfeiture conditions. The accounting expense for STI share rights represents the expense attributable to the service period that has been completed for each deferred award. Therefore, the amounts reflected for the 12 months to 30 September 2015 include the accounting accruals attributable to deferred share rights pursuant to the 2013, 2014 and 2015 STI awards.
7. The share-based payments expense includes the impact of PSRs that were granted in previous years that are being expensed for accounting purposes over the vesting period, as well as the PSRs that were granted in the reporting period. Remuneration in the form of PSRs includes credits for the earnings per share (EPS) component of 2012 LTI grant forfeited during the period.
8. M Sweeny joined the Company on 22 September 2014.

**Table 14 Details of 2014 short term awards paid and deferred**

| For the 12 months ended 30 Sept 2015 | Total award <sup>1</sup><br>\$ | Cash payment <sup>2</sup><br>\$ | Deferred component <sup>3</sup><br>\$ | No. Share Rights vesting 1 Oct 2016 <sup>3</sup> | No. Share Rights vesting 1 Oct 2017 <sup>3</sup> | Total award as % of target STI | % of total award deferred |
|--------------------------------------|--------------------------------|---------------------------------|---------------------------------------|--|--|--------------------------------|---------------------------|
| <b>CEO and Managing Director</b>     |                                |                                 |                                       |  |  |                                |                           |
| <b>JR Odell</b>                      | 3,300,000                      | 1,650,000                       | 1,650,000                             | 97,141   | 97,141   | 200%                           | 50%                       |
| <b>Other Executive KMP</b>           |                                |                                 |                                       |  |  |                                |                           |
| <b>A Korsanos</b>                    | 960,000                        | 480,000                         | 480,000                               | 28,259   | 28,259   | 200%                           | 50%                       |
| <b>M Sweeny</b>                      | 821,491                        | 433,248                         | 388,243                               | 28,345   | 28,345   | 180%                           | 50%                       |

1. Amounts reflect the value of the total 2015 awards. See footnotes 2 and 3 for an explanation of the cash and deferred components of the total award.
2. Amounts reflect the cash component of the 2015 awards paid to participants. Amounts in USD are translated at the average rate for the year.
3. Amounts reflect the value of 2015 awards deferred into PSRs. Part of the deferred component of awards will vest on 1 October 2016 and the remainder on 1 October 2017. The number of PSRs is determined using the five day VWAP up to and including 30 September 2015, being \$8.4928. Amounts in USD are translated at the FX rate on the grant date.

# Remuneration Report

LTI PSRs granted to Executive KMP, including their related parties, during the Reporting Period were as follows:

**Table 15 Details of LTI PSRs granted to Executive KMP**

|                                  | Series <sup>1</sup> | Number of PSRs granted <sup>2,3</sup> | Grant date  | Fair value <sup>4</sup> | Maximum value of grant <sup>5</sup> | Vested |   | Forfeited |   |
|----------------------------------|---------------------|---------------------------------------|-------------|-------------------------|-------------------------------------|--------|---|-----------|---|
|                                  |                     |                                       |             |                         |                                     | No.    | % | No.       | % |
| <b>CEO and Managing Director</b> |                     |                                       |             |                         |                                     |        |   |           |   |
| <b>JR Odell</b>                  | 29A                 | 122,867                               | 27-Feb-2015 | \$5.07                  | \$622,935                           | –      | – | –         | – |
|                                  | 29B                 | 122,867                               | 27-Feb-2015 | \$6.91                  | \$849,011                           | –      | – | –         | – |
|                                  | 29C                 | 163,822                               | 27-Feb-2015 | \$6.91                  | \$1,132,010                         | –      | – | –         | – |
| <b>Other Executive KMP</b>       |                     |                                       |             |                         |                                     |        |   |           |   |
| <b>A Korsanos</b>                | 28A                 | 32,491                                | 27-Feb-2015 | \$5.07                  | \$164,729                           | –      | – | –         | – |
|                                  | 28B                 | 32,491                                | 27-Feb-2015 | \$6.91                  | \$225,513                           | –      | – | –         | – |
|                                  | 28C                 | 43,321                                | 27-Feb-2015 | \$6.91                  | \$299,348                           | –      | – | –         | – |
| <b>M Sweeny</b>                  | 28A                 | 25,767                                | 27-Feb-2015 | \$5.07                  | \$130,639                           | –      | – | –         | – |
|                                  | 28B                 | 25,767                                | 27-Feb-2015 | \$6.91                  | \$178,050                           | –      | – | –         | – |
|                                  | 28C                 | 34,356                                | 27-Feb-2015 | \$6.91                  | \$237,400                           | –      | – | –         | – |
| <b>Total</b>                     |                     | <b>603,749</b>                        |             |                         | <b>\$3,839,635</b>                  |        |   |           |   |

1. Series A is the Relative Total Shareholder Return (TSR) vesting condition, Series B is the Relevant Earnings Per Share before amortisation of acquired intangibles from operating activities (EPSA) vesting condition and Series C is the Strategic Objectives/Service Based Element vesting condition.
2. As the PSRs only vest on satisfaction of vesting conditions, which are tested at the end of the performance period (1 October 2014 to 30 September 2017), none of the PSRs set out above have vested.
3. Series 28 and 29 will vest in 2017 (testing occurs after the performance period), subject to the satisfaction of performance conditions. Unvested PSRs will expire at that time if it has been determined that the vesting conditions were not met.
4. The fair value of Series 28 and 29 PSRs was determined based on an accounting valuation performed by EY. For the TSR performance condition, the valuation is calculated having regard to the likelihood that vesting conditions will be met. This value will not be equal to the market value of a share at the commencement of the performance period as a result of PSRs being contingent rights to shares in the future. The fair value of the PSR at the commencement of a performance period is influenced by the Company's share price at the date of grant, volatility of the underlying shares, the risk-free rate of return, expected dividend yield, time to maturity and the likelihood that vesting conditions will be met.
5. The maximum value of the grant is the fair value multiplied by the number of PSRs granted.

# Remuneration Report

## Section 7 Remuneration tables and data continued

### 7.1 Details of Executive KMP remuneration continued

The following table sets out details of the movement in numbers of LTI PSRs during the Reporting Period:

Table 16 Details of the movement in numbers of LTI PSRs

|                                  | Series           | Performance period expiry date | Fair value per right at grant date | Balance at 1 Oct 2014 | Granted during the year <sup>1</sup> | Vested <sup>2,3</sup> | Lapsed/ forfeited | Balance at 30 Sep 2015 |
|----------------------------------|------------------|--------------------------------|------------------------------------|-----------------------|--------------------------------------|-----------------------|-------------------|------------------------|
| <b>CEO and Managing Director</b> |                  |                                |                                    |                       |                                      |                       |                   |                        |
| <b>JR Odell</b>                  | 20A <sup>4</sup> | 31-Dec-2014                    | \$2.03                             | 405,000               | –                                    | (405,000)             | –                 | –                      |
|                                  | 20B <sup>4</sup> | 31-Dec-2014                    | \$2.80                             | 945,000               | –                                    | (770,175)             | (174,825)         | –                      |
|                                  | 22A              | 30-Sep-2015                    | \$2.45                             | 229,850               | –                                    | –                     | –                 | 229,850                |
|                                  | 22B              | 30-Sep-2015                    | \$3.50                             | 536,150               | –                                    | –                     | –                 | 536,150                |
|                                  | 25A              | 30-Sep-2016                    | \$2.83                             | 130,500               | –                                    | –                     | –                 | 130,500                |
|                                  | 25B              | 30-Sep-2016                    | \$4.52                             | 304,500               | –                                    | –                     | –                 | 304,500                |
|                                  | 29A              | 30-Sep-2017                    | \$5.07                             | –                     | 122,867                              | –                     | –                 | 122,867                |
|                                  | 29B              | 30-Sep-2017                    | \$6.91                             | –                     | 122,867                              | –                     | –                 | 122,867                |
|                                  | 29C              | 30-Sep-2017                    | \$6.91                             | –                     | 163,822                              | –                     | –                 | 163,822                |
| <b>Other Executive KMP</b>       |                  |                                |                                    |                       |                                      |                       |                   |                        |
| <b>A Korsanos</b>                | 21A <sup>4</sup> | 31-Dec-2014                    | \$2.03                             | 73,684                | –                                    | (73,684)              | –                 | –                      |
|                                  | 21B <sup>4</sup> | 31-Dec-2014                    | \$2.80                             | 171,930               | –                                    | (140,123)             | (31,807)          | –                      |
|                                  | 23A              | 30-Sep-2015                    | \$2.45                             | 49,000                | –                                    | –                     | –                 | 49,000                 |
|                                  | 23B              | 30-Sep-2015                    | \$3.50                             | 114,500               | –                                    | –                     | –                 | 114,500                |
|                                  | 26A              | 30-Sep-2016                    | \$2.83                             | 42,391                | –                                    | –                     | –                 | 42,391                 |
|                                  | 26B              | 30-Sep-2016                    | \$4.52                             | 98,913                | –                                    | –                     | –                 | 98,913                 |
|                                  | 28A              | 30-Sep-2017                    | \$5.07                             | –                     | 32,491                               | –                     | –                 | 32,491                 |
|                                  | 28B              | 30-Sep-2017                    | \$6.91                             | –                     | 32,491                               | –                     | –                 | 32,491                 |
|                                  | 28C              | 30-Sep-2017                    | \$6.91                             | –                     | 43,321                               | –                     | –                 | 43,321                 |
| <b>M Sweeny</b>                  | 27               | 21-Sep-2016                    | \$5.80                             | 55,775                | –                                    | –                     | –                 | 55,775                 |
|                                  | 28A              | 30-Sep-2017                    | \$5.07                             | –                     | 25,767                               | –                     | –                 | 25,767                 |
|                                  | 28B              | 30-Sep-2017                    | \$6.91                             | –                     | 25,767                               | –                     | –                 | 25,767                 |
|                                  | 28C              | 30-Sep-2017                    | \$6.91                             | –                     | 34,356                               | –                     | –                 | 34,356                 |

1. The value of the PSRs granted to Senior Executives during the year (including the aggregate value of PSRs granted) is set out in Table 14. No Options were granted during the year to any Senior Executive.
2. The value of each PSR on the date of vesting is the closing price of the Company's shares on the ASX on the preceding trading day.
3. As shares are immediately allocated upon the vesting of PSRs, there will be no instances where PSRs are vested and exercisable, or vested but not yet exercisable.
4. On 2 February 2015, the Board determined that the (i) Relative TSR component of the PSRs under Series 20A, 20B, 21A and 21B had met the required performance criteria and therefore vested and (ii) Relative EPS component of the PSRs under Series 20A, 20B, 21A and 21B had achieved between threshold and target and therefore 81.5% vested. For the purposes of section 300A(1)(iv) of the Act the closing share price on 2 February 2015 was \$6.90.

# Remuneration Report

## 7.2 Details of Non-Executive Director remuneration

The table below sets out NED remuneration for the Reporting Period.

Table 17 Details of Non-Executive Director remuneration

| Name          | Year                      | Short-term benefits                     |  | Post-employment benefits           |  | Share-based payments   | Total \$  |
|---------------|---------------------------|---|--|------------------------------------|--|------------------------|-----------|
|               |                           | Cash salary and fees <sup>1</sup><br>\$ | Fees for extra services <sup>2</sup><br>\$ | Super-annuation <sup>3</sup><br>\$ | Retirement benefits <sup>4</sup><br>\$ | Options and PSRs<br>\$ |           |
| ID Blackburne | 12 months to 30 Sept 2015 | 423,586                                 | 25,000                                     | 18,914                             | –                                      | –                      | 467,500   |
|               | 12 months to 30 Sept 2014 | 421,870                                 | –  | 3,130                              | –                                      | –                      | 425,000   |
| RA Davis      | 12 months to 30 Sept 2015 | 189,498                                 | 25,000                                     | 18,002                             | –                                      | –                      | 232,500   |
|               | 12 months to 30 Sept 2014 | 193,442                                 | –  | 16,558                             | –                                      | –                      | 210,000   |
| RV Dubs       | 12 months to 30 Sept 2015 | 207,763                                 | 25,000                                     | 19,737                             | –                                      | –                      | 252,500   |
|               | 12 months to 30 Sept 2014 | 190,684                                 | –  | 24,316                             | –                                      | –                      | 215,000   |
| SW Morro      | 12 months to 30 Sept 2015 | 277,374                                 | 25,000                                     | 1,324                              | –                                      | –                      | 303,698   |
|               | 12 months to 30 Sept 2014 | 212,399                                 | –  | 2,601                              | –                                      | –                      | 215,000   |
| DCP Banks     | 12 months to 30 Sept 2015 | 207,763                                 | 25,000                                     | 19,737                             | –                                      | –                      | 252,500   |
|               | 12 months to 30 Sept 2014 | 187,531                                 | –  | 17,469                             | –                                      | –                      | 205,000   |
| KM Conlon     | 12 months to 30 Sept 2015 | 207,763                                 | 25,000                                     | 19,737                             | –                                      | –                      | 252,500   |
|               | 12 months to 30 Sept 2014 | 141,800                                 | –  | 13,200                             | –                                      | –                      | 155,000   |
| Total         | 12 months to 30 Sept 2015 | 1,513,747                               | 150,000                                    | 97,451                             | –                                      | –                      | 1,761,198 |
|               | 12 months to 30 Sept 2014 | 1,347,726                               | –  | 77,274                             | –                                      | –                      | 1,425,000 |

1. Amounts shown as cash salary and fees include amounts sacrificed in lieu of other benefits at the discretion of the individual. To the extent that any non-monetary benefits are subject to Fringe Benefits Tax (FBT), amounts shown include FBT.
2. Given the large amount of additional work undertaken by the Board during the Reporting Period, particularly in relation to the diligence, negotiation and execution of the VGT acquisition and associated equity and debt financing, it was determined that each NED would receive a fixed sum of A\$25,000.
3. Superannuation contributions include amounts required to satisfy the Group's obligations under applicable Superannuation Guarantee legislation.
4. Non-Executive Directors are not entitled to any retirement benefit.

# Remuneration Report

## Section 8 Shareholdings

### 8.1 Movement in shares

The number of shares (excluding those unvested under the STI Plan and the LTI Plan) in the Company held during the year ended 30 September 2015 by each Non-Executive Director and Senior Executive, including their personally related entities, are set out below.

No amounts are unpaid on any of the shares issued. Where shares are held by the Director or Executive KMP and any entity under the joint or several control of the Director or Executive KMP, they are shown as 'beneficially held'. Shares held by those who are defined by AASB 124 Related Party Disclosures as close members of the family of the Director or Executive KMP or are held through a nominee or custodian are shown as 'non-beneficially held'.

The following sets out details of the movement in shares in the Company held by Non-Executive Directors or their related parties during the year:

**Table 18 Details of Non-Executive Director shareholdings**

|                                | Type                  | Balance as at 1 October 2014 | Performance shares vested | Other net changes during the year | Balance as at 30 September 2015 |
|--------------------------------|-----------------------|------------------------------|---------------------------|-----------------------------------|---------------------------------|
| <b>Non-Executive Directors</b> |                       |                              |                           |                                   |                                 |
| <b>ID Blackburne</b>           | Beneficially held     | –                            | –                         | –                                 | –                               |
|                                | Non-beneficially held | 127,851                      | –                         | 10,000                            | 137,851                         |
| <b>DCP Banks</b>               | Beneficially held     | –                            | –                         | –                                 | –                               |
|                                | Non-beneficially held | 30,851                       | –                         | –                                 | 30,851                          |
| <b>KM Conlon</b>               | Beneficially held     | –                            | –                         | –                                 | –                               |
|                                | Non-beneficially held | 5,418                        | –                         | –                                 | 5,418                           |
| <b>RA Davis</b>                | Beneficially held     | 19,335                       | –                         | –                                 | 19,335                          |
|                                | Non-beneficially held | 14,005                       | –                         | –                                 | 14,005                          |
| <b>RV Dubs</b>                 | Beneficially held     | 32,851                       | –                         | –                                 | 32,851                          |
|                                | Non-beneficially held | –                            | –                         | –                                 | –                               |
| <b>SW Morro</b>                | Beneficially held     | –                            | –                         | –                                 | –                               |
|                                | Non-beneficially held | 30,000                       | –                         | 5,000                             | 35,000                          |

All equity instrument transactions between the Non-Executive Directors, including their related parties, and the Company during the year have been on arm's length basis.

# Remuneration Report

The following sets out details of the movement in shares in the Company held by Executive KMP or their related parties during the year:

**Table 19 Details of Executive KMP shareholdings not held under an employee share plan**

| Type                                | Balance as at 1 October 2014 | Performance shares vested | Other net changes during the year | Balance as at 30 September 2015 |
|-------------------------------------|------------------------------|---------------------------|-----------------------------------|---------------------------------|
| <b>CEO and Managing Director</b>    |                              |                           |                                   |                                 |
| <b>JR Odell</b> Beneficially held   | 334,077                      | 1,367,875                 | (600,000)                         | 1,101,952                       |
| Non-beneficially held               | –                            | –                         | –                                 | –                               |
| <b>Other Executive KMP</b>          |                              |                           |                                   |                                 |
| <b>A Korsanos</b> Beneficially held | 107,187                      | 281,850                   | (100,000)                         | 289,037                         |
| Non-beneficially held               | –                            | –                         | –                                 | –                               |
| <b>M Sweeny</b> Beneficially held   | –                            | –                         | –                                 | –                               |
| Non-beneficially held               | –                            | –                         | –                                 | –                               |

Other than share-based payment compensation effected through an employee share plan, all equity instrument transactions between Executive KMP, including their related parties, and the Company during the year, have been on arm's length basis.

## 8.2 Loans with KMP

No KMP or their related parties held any loans from the Group during or at the end of the year ended 30 September 2015 or prior year.

# Remuneration Report

## Section 9 Glossary

|                                 |  |
|---------------------------------|--|
| <b>Business Score</b>           | In the case of Executive KMP and employees in corporate functions, this is the result that is based on the actual financial performance of the Group in a financial year, calculated by reference to NPATA and FCF. In the case of employees in a region or business unit, this is the result that is based 50% on the performance of the Group (as above) and 50% on the regional performance, using EBIT in place of NPATA for both profit and FCF calculations. |
| <b>Business Score Goals</b>     | The Group's and individual business unit's/region's financial performance goals, approved by the Board at the start of the performance period, that need to be achieved under the STI Plan.  |
| <b>Business Score Threshold</b> | The minimum Business Score required to receive payment under the STI Plan. This is in effect the entry point into the STI Plan.  |
| <b>EBIT</b>                     | Earnings before interest and tax, on a normalised basis excluding significant items and results of discontinued operations as disclosed in the Review of Operations section of the Annual Report.  |
| <b>EPS</b>                      | Fully diluted earnings per share, normalised for significant items and discontinued operations as disclosed in the Review of Operations section of the Annual Report.  |
| <b>EPSA</b>                     | Fully diluted EPS before amortisation of acquired intangibles.   |
| <b>Executive KMP</b>            | Those KMP who were also part of the Group's Executive Leadership Team during the Reporting Period, being (i) JR Odell (the CEO and Managing Director), (ii) A Korsanos (Chief Financial Officer, Global Services and Company Secretary), and (iii) M Sweeny (the Chief Commercial Officer).  |
| <b>FCF</b>                      | In the case of Executive KMP and employees in corporate functions, this is free cash flow (measured as operating cash flow according to the Review of Operations net of capital expenditure on gaming machines). In the case of employees in a region or business unit, EBIT is used in place of NPATA for FCF calculations.   |
| <b>KMP</b>                      | 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 Reporting Period.  |
| <b>LTI Plan</b>                 | The Group's long-term incentive plan.  |
| <b>NPAT</b>                     | Net profit after tax normalised for significant items and discontinued operations as disclosed in the Review of Operations section of the Annual Report.   |
| <b>NPATA</b>                    | Net profit after tax before amortisation of acquired intangibles, normalised for significant items and discontinued operations as disclosed in the Review of Operations section of the Annual Report.  |
| <b>Peer Comparator Group</b>    | For grants under each of the 2014 and 2015 LTI Plans, means constituents of the S&P/ASX100 Index, defined at the commencement of the performance period. For grants under LTI Plans prior to the 2014 LTI Plan, means the S&P/ASX100 Index itself.   |
| <b>PSR</b>                      | A performance share right that carries an entitlement to receive one ordinary share in the Company when the PSR vests, subject to performance criteria being satisfied.  |
| <b>Relative TSR</b>             | The Company's compounded TSR measured against the ranking of constituents of the Peer Comparator Group.  |
| <b>Relevant EPS</b>             | Cumulative EPS over the performance period compared to a target set by the Board at the commencement of the performance period. This performance metric applied to grants under LTI Plans prior to the 2014 LTI Plan.  |
| <b>Relevant EPSA</b>            | EPSA for the final financial year of the relevant performance period. This performance metric has been introduced in respect of grants under the 2014 LTI Plan.  |
| <b>Senior Executives</b>        | The group of senior executives consisting of: (i) the Executive KMP, and (ii) other members of the Executive Leadership Team of the Group. Details of the Executive Leadership Team of the Group can be found on the Group's website <a href="http://www.aristocratgaming.com">www.aristocratgaming.com</a> .  |
| <b>STI Plan</b>                 | The Group's short-term incentive plan.   |
| <b>TSR</b>                      | Total shareholder return measures the percentage growth in the share price together with the value of dividends received during the relevant three year performance period, assuming all of those dividends are reinvested into new securities.  |
| <b>VGT</b>                      | Video Gaming Technologies Inc.   |

## Auditor's Independence Declaration



### Auditor's Independence Declaration

As lead auditor for the audit of Aristocrat Leisure Limited for the year ended 30 September 2015, I declare that to the best of my knowledge and belief, there have been:

1. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Aristocrat Leisure Limited and the entities it controlled during the period.

A handwritten signature in black ink that reads 'Steve Humphries' with a stylized flourish at the end.

Stephen Humphries  
Partner  
PricewaterhouseCoopers

Sydney  
25 November 2015

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## Nevada Regulatory Disclosure

**The Nevada Gaming Commission has requested that the following be brought to the attention of shareholders.**

### Summary of the Nevada Gaming Regulations

The manufacture, sale and distribution of gaming devices, internet and mobile gaming, and cashless wagering systems for use or play in Nevada and the operation of slot machine routes and inter-casino linked systems are subject to:

- i) the Nevada Gaming Control Act and the regulations promulgated thereunder (collectively, the “Nevada Act”); and
- ii) various local ordinances and regulations.

Gaming and manufacturing and distribution operations in Nevada are subject to the licensing and regulatory control of the Nevada Gaming Commission (“Nevada Commission”), the Nevada State Gaming Control Board (“Nevada Board”) and various other county and city regulatory agencies, collectively referred to as the “Nevada Gaming Authorities”.

### Nevada Regulatory Disclosure

The laws, regulations and supervisory procedures of the Nevada Gaming Authorities are based upon declarations of public policy which are concerned with, among other things:

- i) the prevention of unsavory or unsuitable persons from having a direct or indirect involvement with gaming, manufacturing or distributing activities at any time or in any capacity;
- ii) the establishment and maintenance of responsible accounting practices and procedures;
- iii) the maintenance of effective controls over the financial practices of licensees, including the establishment of minimum procedures for internal fiscal affairs and the safeguarding of assets and revenues, providing reliable record keeping and requiring the filing of periodic reports with the Nevada Gaming Authorities;
- iv) the prevention of cheating and fraudulent practices; and
- v) providing a source of state and local revenues through taxation and licensing fees.

Aristocrat Leisure Limited (“the Company”) is registered with the Nevada Commission as a publicly traded corporation (a “Registered Corporation”) and has been found suitable to directly or indirectly own the stock of two subsidiaries (collectively, the “Operating Subsidiaries”), one subsidiary has been licensed as a manufacturer and a distributor of gaming devices and an Internet Gaming System (“IGS”) Service Provider, the other subsidiary has been licensed as a manufacturer and a distributor of gaming devices, an operator of a slot machine route and an IGS Service Provider.

A manufacturer’s and distributor’s license permits the manufacturing, sale and distribution of gaming devices and cashless wagering systems for use or play in Nevada or for distribution outside of Nevada. A license as an operator of a slot machine route permits the placement and operation of gaming devices upon the business premises of other licensees on a participation basis and also permits the operation of inter-casino linked systems consisting of gaming devices only. The IGS Service Provider license allows the provision of certain services of internet gaming to licensed Internet Operators.

If it were determined that the Nevada Act was violated by the Company or the Operating Subsidiaries, the registration of the Company and the licenses of the Operating Subsidiaries could be limited, conditioned, suspended or revoked, subject to compliance with certain statutory and regulatory procedures. In addition, the Company, the Operating Subsidiaries and the persons involved could be subject to substantial fines for each separate violation of the Nevada Act at the discretion of the Nevada Commission.

Any beneficial owner of a Registered Corporation’s voting securities (in the case of the Company its ordinary shares), regardless of the number of voting securities owned, may be required to file an application, be investigated, and have their suitability as a beneficial owner of the Registered Corporation’s voting securities determined if the Nevada Commission has reason to believe that such ownership would otherwise be inconsistent with the declared policies of the state of Nevada. The applicant must pay all costs of investigation incurred by the Nevada Gaming Authorities in conducting any such investigation.

The Nevada Act requires any person who acquires a beneficial ownership of more than 5% of a Registered Corporation’s voting securities to report the acquisition to the Nevada Commission. The Nevada Act requires that beneficial owners of more than 10% of a Registered Corporation’s voting securities apply to the Nevada Commission for a finding of suitability within thirty days after the Chairman of the Nevada Board mails the written notice requiring such filing.

Under certain circumstances, an “institutional investor”, as defined in the Nevada Act, which acquires the beneficial ownership of more than 10%, but not more than 25%, of a Registered Corporation’s voting securities may apply to the Nevada Commission for a waiver of such finding of suitability if such institutional investor holds the voting securities for investment purposes only. An institutional investor that has been granted a waiver by the Nevada Commission may beneficially own more than 25%, but not more than 29%, of the voting securities of a Registered Corporation, only if such additional ownership results from a stock repurchase program conducted by Registered Corporation, and upon the condition that such institutional investor does not

## Nevada Regulatory Disclosure

purchase or otherwise acquire any additional voting securities of the Registered Corporation that would result in an increase in the institutional investor's ownership percentage. Further, an institutional investor that is subject to NRS 463.643(4) as a result of its beneficial ownership of voting securities of a Registered Corporation and that has not been granted a waiver by the Commission, may beneficially own more than 10%, but not more than 11%, of the voting securities of such Registered Corporation, only if such additional ownership results from a stock repurchase program conducted by the Registered Corporation, upon the condition that such institutional investor does not purchase or otherwise acquire any additional voting securities of the Registered Corporation that would result in an increase in the institutional investor's ownership percentage. Unless otherwise notified by the chairman, such an institutional investor is not required to apply to the commission for a finding of suitability, but shall be subject to reporting requirements as prescribed by the chairman.

The applicant is required to pay all costs of investigation incurred by the Nevada Gaming Authorities.

The Nevada Act provides that any person who fails or refuses to apply for a finding of suitability or a license within thirty days after being ordered to do so by the Nevada Commission or the Chairman of the Nevada Board, may be found unsuitable. The same restrictions apply to a record holder (in the case of the Company a registered holder) if the record owner, after request, fails to identify the beneficial owner.

Any person found unsuitable and who holds, directly or indirectly, any of the voting securities of a Registered Corporation beyond such period of time as may be prescribed by the Nevada Commission may be guilty of a criminal offence under Nevada law. A Registered Corporation can be sanctioned, including the loss of its approvals if, after it receives notice that a person is unsuitable to be the holder of the voting securities of the Registered Corporation or to have any other relationship with the Registered Corporation, it:

- i) pays that person any dividend or interest upon its voting securities;
- ii) allows that person to exercise, directly or indirectly, any voting right conferred through securities held by that person;
- iii) pays remuneration in any form to that person for services rendered or otherwise; or
- iv) fails to pursue all lawful efforts to require such unsuitable person to relinquish his voting securities including, if necessary, the immediate purchase of said voting securities for cash at fair market value.

The Nevada Commission may, in its discretion, require the holder of any debt security of a Registered Corporation to file applications, be investigated

and be found suitable to own the debt security of a Registered Corporation. If the Nevada Commission determines that a person is unsuitable to own such security, then pursuant to the Nevada Act, the Registered Corporation can be sanctioned, including the loss of its approvals, if without the prior approval of the Nevada Commission, it:

- i) pays to the unsuitable person any dividend, interest, or any distribution whatsoever;
- ii) recognises any voting right by such unsuitable person in connection with such securities;
- iii) pays the unsuitable person remuneration in any form; or
- iv) makes any payment to the unsuitable person by way of principal, redemption, conversion, exchange, liquidation, or similar transaction.

A Registered Corporation may not make a public offering of its securities without the prior approval of the Nevada Commission if the securities or proceeds therefrom are intended to be used to construct, acquire or finance gaming facilities in Nevada, or to retire or extend obligations incurred for such purposes. On June 21 2001, the Nevada Commission granted the Company prior approval to make public offerings for a period of two years subject to certain conditions ("Shelf Approval"). This approval has been extended and remains in place today. However, the Shelf Approval may be rescinded for good cause without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Nevada Board. The Shelf Approval does not constitute a finding, recommendation or approval by the Nevada Commission or the Nevada Board as to the accuracy or adequacy of the prospectus or the investment merits of the securities offered. Any representation to the contrary is unlawful. An application to renew the Shelf Approval (which can only be issued for a maximum term of three years) is being lodged with the Commission.

Other Regulatory requirements – Other Gaming Authorities throughout the world may require any person who acquires a beneficial ownership of more than 5% of a Registered Corporation's voting securities to report the acquisition to the Gaming Authority and in some cases, apply to the Gaming Authority for a finding of suitability within thirty days of acquiring more than 5% of the Registered Corporation's voting securities. The applicant is subject to the same rules as in Nevada in relation to an unsuitable finding. The applicant is required to pay all costs of investigation incurred by the Gaming Authorities.

A more complete summary of the Nevada Act is available on request from:

The Secretary, Aristocrat Leisure Limited  
Building A, Pinnacle Office Park, 85 Epping Road,  
North Ryde NSW 2113 Australia

Telephone: +612 9013 6000 Fax: +612 9013 6274

## Five Year Summary

| \$'000 (except where indicated)  | 12 months to<br>30 Sept 2015 | 12 months to<br>30 Sept 2014 | 12 months to<br>30 Sept 2013 | 9 months to<br>30 Sept 2012 | 12 months to<br>31 Dec 2011 |
|--|------------------------------|------------------------------|------------------------------|-----------------------------|-----------------------------|
| <b>Profit and loss items</b>   |                              |                              |                              |                             |                             |
| Revenue <sup>(1)</sup>   | 1,582,427                    | 839,082                      | 813,787                      | 586,181                     | 709,013                     |
| EBITDA <sup>(2)</sup>  | 523,081                      | 219,217                      | 188,146                      | 95,534                      | 147,949                     |
| Depreciation and amortisation  | (162,288)                    | (43,256)                     | (42,839)                     | (28,466)                    | (37,184)                    |
| EBIT <sup>(2)</sup>  | 360,793                      | 175,961                      | 145,307                      | 67,068                      | 110,765                     |
| Net interest revenue/(expense)   | (81,305)                     | (8,022)                      | (11,307)                     | (13,870)                    | (25,308)                    |
| Profit before income tax expense <sup>(2)</sup>                                  | 279,488                      | 167,939                      | 134,000                      | 53,198                      | 85,457                      |
| Income tax expense   | (87,969)                     | (37,739)                     | (26,800)                     | (6,647)                     | (18,558)                    |
| Profit after income tax expense <sup>(2)</sup>                                   | 191,519                      | 130,200                      | 107,200                      | 46,551                      | 66,899                      |
| Non-controlling interests  | –                            | –                            | –                            | (1,044)                     | (759)                       |
| Net profit attributable to members of Aristocrat Leisure Limited                 | 191,519                      | 130,200                      | 107,200                      | 45,507                      | 66,140                      |
| Significant items and discontinued operations after tax                          | (5,089)                      | (146,629)                    | –                            | –                           | –                           |
| Reported net profit/(loss) attributable to members of Aristocrat Leisure Limited | 186,430                      | (16,429)                     | 107,200                      | 45,507                      | 66,140                      |
| Total dividend paid – parent entity only   | 101,108                      | 85,463                       | 49,640                       | 43,747                      | 21,422                      |
| <b>Balance sheet items</b>   |                              |                              |                              |                             |                             |
| Contributed equity   | 693,834                      | 641,603                      | 233,137                      | 233,137                     | 209,043                     |
| Reserves   | 15,661                       | (58,105)                     | (78,085)                     | (121,580)                   | (119,032)                   |
| Retained earnings  | 207,928                      | 122,582                      | 224,392                      | 166,735                     | 164,863                     |
| Non-controlling interest   | –                            | –                            | (4,015)                      | (1,768)                     | (2,730)                     |
| Total equity   | 917,423                      | 706,080                      | 375,429                      | 276,524                     | 252,144                     |
| Cash and cash equivalents  | 329,005                      | 285,929                      | 29,689                       | 22,612                      | 29,354                      |
| Other current assets   | 569,468                      | 415,568                      | 434,431                      | 331,772                     | 335,801                     |
| Property, plant and equipment  | 203,456                      | 121,436                      | 106,913                      | 102,577                     | 109,267                     |
| Intangible assets  | 1,941,841                    | 130,461                      | 151,128                      | 104,611                     | 109,306                     |
| Other non-current assets   | 174,963                      | 159,315                      | 151,123                      | 163,215                     | 177,760                     |
| Total assets   | 3,218,733                    | 1,112,709                    | 873,284                      | 724,787                     | 761,488                     |
| Current payables and other liabilities   | 402,688                      | 209,302                      | 202,429                      | 181,619                     | 191,543                     |
| Current borrowings   | 124                          | 114,384                      | 124                          | 7,000                       | –                           |
| Current tax liabilities and provisions   | 39,549                       | 47,991                       | 14,352                       | 13,514                      | 13,621                      |
| Non-current borrowings   | 1,779,508                    | 243                          | 237,759                      | 207,453                     | 261,392                     |
| Non-current provisions   | 14,686                       | 13,162                       | 14,130                       | 14,759                      | 16,096                      |
| Other non-current liabilities  | 64,755                       | 21,547                       | 29,061                       | 23,918                      | 26,692                      |
| Total liabilities  | 2,301,310                    | 406,629                      | 497,855                      | 448,263                     | 509,344                     |
| Net assets   | 917,423                      | 706,080                      | 375,429                      | 276,524                     | 252,144                     |

See footnotes on page 58.

## Five Year Summary

| \$'000 (except where indicated)                          |        | 12 months<br>to<br>30 Sept 2015 | 12 months<br>to<br>30 Sept 2014 | 12 months<br>to<br>30 Sept 2013 | 9 months<br>to<br>30 Sept 2012 | 12 months<br>to<br>31 Dec 2011 |
|--|--------|---------------------------------|---------------------------------|---------------------------------|--------------------------------|--------------------------------|
| <b>Other information</b>                                 |        |                                 |                                 |                                 |                                |                                |
| Employees at year end                                    | Number | <b>2,912</b>                    | 2,274                           | 2,173                           | 2,135                          | 2,111                          |
| Return on Aristocrat shareholders' equity <sup>(2)</sup> | %      | <b>20.9</b>                     | 18.4                            | 28.6                            | 16.5                           | 26.2                           |
| Basic earnings per share <sup>(2)</sup>                  | Cents  | <b>30.3</b>                     | 23.0                            | 19.5                            | 8.3                            | 12.3                           |
| Net tangible assets per share                            | \$     | <b>(1.61)</b>                   | 0.91                            | 0.41                            | 0.31                           | 0.26                           |
| Total dividends per share – ordinary                     | Cents  | <b>17.0</b>                     | 16.0                            | 14.5                            | 6.0                            | 6.5                            |
| Dividend payout ratio <sup>(2)</sup>                     | %      | <b>56</b>                       | 70                              | 74                              | 72                             | 53                             |
| Issued shares at year end                                | '000   | <b>637,120</b>                  | 630,022                         | 551,418                         | 551,418                        | 543,181                        |
| Net (cash)/debt <sup>(3)</sup>                           | \$'000 | <b>1,450,627</b>                | (171,302)                       | 208,194                         | 191,841                        | 232,038                        |
| Net cash (debt)/equity                                   | %      | <b>(158.1)</b>                  | 24.3                            | (55.5)                          | (69.4)                         | (92.0)                         |

(1) Revenue as per segment information.

(2) Before the impact of abnormal and one-off items that are not representative of the underlying operational performance of the Group.  
The non-IFRS information presented above has not been audited in accordance with the Australian Auditing Standards.

(3) Current and non-current borrowings net of cash and cash equivalents.

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## Financial Statements

### Consolidated financial statements for the year ended 30 September 2015

These financial statements cover the consolidated entity consisting of Aristocrat Leisure Limited and its subsidiaries (Group). The financial statements are presented in Australian dollars.

The Company is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Aristocrat Leisure Limited  
Building A, Pinnacle Office Park  
85 Epping Road  
North Ryde NSW 2113  
Australia

A description of the nature of the consolidated Group's operations and principal activities is included in the Review of Operations, which is not part of these financial statements.

These financial statements make reference to the Directors' Report and Remuneration Report which are contained within the 2015 Annual Report.

PricewaterhouseCoopers has audited these financial statements and has issued an unqualified audit report which is part of the 2015 Annual Report.

The financial statements were authorised for issue by the Directors on 25 November 2015. The Company has the power to amend and reissue the financial statements.

Through the use of the internet, the Group ensures that its corporate reporting is timely, complete and available globally at minimum cost to the Group. All press releases, financial statements, and other information are available in the investor information section of the Company's website: [www.aristocratgaming.com](http://www.aristocratgaming.com).

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# Financial Statements

## Consolidated statement of comprehensive income

for the year ended 30 September 2015

|   | Notes      | Consolidated<br>12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
|---|------------|--|--|
| <b>Continuing operations</b>  |            |  |  |
| Revenue   | 5          | 1,576,061  | 833,665                                |
| Cost of revenue   |            | (679,182)  | (375,893)                              |
| <b>Gross profit</b>   |            | <b>896,879</b>   | <b>457,772</b>                         |
| Other income  | 5          | 25,812   | 11,993                                 |
| Design and development costs  |            | (191,376)  | (122,747)                              |
| Sales and marketing costs   |            | (118,303)  | (70,035)                               |
| General and administration costs  | 5          | (294,633)  | (112,150)                              |
| Finance costs   |            | (89,858)   | (14,043)                               |
| <b>Profit before income tax expense</b>   |            | <b>228,521</b>   | <b>150,790</b>                         |
| Income tax expense  | 6          | (71,865)   | (33,812)                               |
| Profit from continuing operations   |            | 156,656  | 116,978                                |
| Profit/(loss) from discontinued operations  | 36         | 29,774   | (133,407)                              |
| <b>Profit/(loss) for the year</b>   |            | <b>186,430</b>   | <b>(16,429)</b>                        |
| <b>Other comprehensive income</b>   |            |  |  |
| <i>Items that may be reclassified to profit or loss</i>   |            |  |  |
| Exchange difference on translation of foreign operations  | 21(a)(i)   | 136,446  | 9,160                                  |
| Net investment hedge  | 21(a)(i)   | (29,249)   | –                                      |
| Changes in fair value of interest rate hedge  | 21(a)(iii) | (5,193)  | –                                      |
| <b>Other comprehensive income for the year, net of tax</b>  |            | <b>102,004</b>   | <b>9,160</b>                           |
| <b>Total comprehensive income/(loss) for the year</b>   |            | <b>288,434</b>   | <b>(7,269)</b>                         |
| Total comprehensive income arises from:   |            |  |  |
| Continuing operations   |            | 258,660  | 126,821                                |
| Discontinued operations   |            | 29,774   | (134,090)                              |
|   |            | 288,434  | (7,269)                                |
| <b>Earnings per share for profit/(loss) from continuing operations<br/>attributable to ordinary equity holders of the Company</b> |            |  |  |
|   |            | <b>Cents</b>   | <b>Cents</b>                           |
| Basic earnings per share  | 31         | 24.8   | 20.6                                   |
| Diluted earnings per share  | 31         | 24.6   | 20.5                                   |
| <b>Earnings per share for profit/(loss) attributable to ordinary equity<br/>holders of the Company</b>                            |            |  |  |
|   |            | <b>Cents</b>   | <b>Cents</b>                           |
| Basic earnings per share  | 31         | 29.5   | (2.9)                                  |
| Diluted earnings per share  | 31         | 29.3   | (2.9)                                  |

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

# Financial Statements

## Consolidated statement of financial position

as at 30 September 2015

|   | Notes | 30 Sept 2015<br>\$'000 | 30 Sept 2014<br>\$'000 |
|---|-------|------------------------|------------------------|
| <b>ASSETS</b>   |       |                        |                        |
| <b>Current assets</b>   |       |                        |                        |
| Cash and cash equivalents   | 8     | 329,005                | 285,929                |
| Trade and other receivables   | 9     | 439,720                | 328,371                |
| Inventories   | 10    | 102,193                | 75,840                 |
| Financial assets  | 11    | 10,082                 | 8,340                  |
| Other assets  | 12    | 2,164                  | 2,026                  |
| Current tax assets  |       | –                      | 991                    |
|   |       | 883,164                | 701,497                |
| Assets classified as held for sale                                      | 37    | 15,309                 | –                      |
| <b>Total current assets</b>   |       | <b>898,473</b>         | <b>701,497</b>         |
| <b>Non-current assets</b>   |       |                        |                        |
| Trade and other receivables   | 9     | 86,035                 | 74,671                 |
| Financial assets  | 11    | 7,745                  | 4,527                  |
| Property, plant and equipment   | 13    | 203,456                | 121,436                |
| Deferred tax assets   | 14    | 81,183                 | 80,117                 |
| Intangible assets   | 15    | 1,941,841              | 130,461                |
| <b>Total non-current assets</b>   |       | <b>2,320,260</b>       | <b>411,212</b>         |
| <b>Total assets</b>   |       | <b>3,218,733</b>       | <b>1,112,709</b>       |
| <b>LIABILITIES</b>  |       |                        |                        |
| <b>Current liabilities</b>  |       |                        |                        |
| Trade and other payables  | 16    | 361,386                | 176,174                |
| Borrowings  | 17    | 124                    | 114,384                |
| Current tax liabilities   |       | 11,425                 | –                      |
| Provisions  | 18    | 28,124                 | 47,991                 |
| Financial liabilities   | 11    | 331                    | –                      |
| Other liabilities   | 19    | 40,063                 | 33,128                 |
|   |       | 441,453                | 371,677                |
| Liabilities directly associated with assets classified as held for sale | 37    | 908                    | –                      |
| <b>Total current liabilities</b>  |       | <b>442,361</b>         | <b>371,677</b>         |
| <b>Non-current liabilities</b>  |       |                        |                        |
| Trade and other payables  | 16    | 43,228                 | 6,954                  |
| Borrowings  | 17    | 1,779,508              | 243                    |
| Provisions  | 18    | 14,686                 | 13,162                 |
| Financial liabilities   | 11    | 8,212                  | –                      |
| Other liabilities   | 19    | 13,315                 | 14,593                 |
| <b>Total non-current liabilities</b>                                    |       | <b>1,858,949</b>       | <b>34,952</b>          |
| <b>Total liabilities</b>  |       | <b>2,301,310</b>       | <b>406,629</b>         |
| <b>Net assets</b>   |       | <b>917,423</b>         | <b>706,080</b>         |
| <b>EQUITY</b>   |       |                        |                        |
| Contributed equity  | 20    | 693,834                | 641,603                |
| Reserves  | 21(a) | 15,661                 | (58,105)               |
| Retained earnings   | 21(b) | 207,928                | 122,582                |
| <b>Total equity</b>   |       | <b>917,423</b>         | <b>706,080</b>         |

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

# Financial Statements

## Consolidated statement of changes in equity

for the year ended 30 September 2015

|  | Notes     | Attributable to owners of<br>Aristocrat Leisure Limited |                    |                                | Total<br>\$'000 | Non-<br>controlling<br>interest<br>\$'000 | Total<br>equity<br>\$'000 |
|--|-----------|---|--------------------|--------------------------------|-----------------|---|---------------------------|
|  |           | Contributed<br>equity<br>\$'000                         | Reserves<br>\$'000 | Retained<br>earnings<br>\$'000 |                 |   |                           |
| <b>Balance at 1 October 2013</b>   |           | 233,137   | (78,085)           | 224,392                        | 379,444         | (4,015)                                   | 375,429                   |
| Loss for the 12 months to<br>30 September 2014   |           | –   | –                  | (16,429)                       | (16,429)        | –   | (16,429)                  |
| Other comprehensive income   |           | –   | 9,160              | –                              | 9,160           | –   | 9,160                     |
| <b>Total comprehensive income/(loss)<br/>for the year</b>  |           | –   | 9,160              | (16,429)                       | (7,269)         | –   | (7,269)                   |
| Foreign currency translation reserve<br>transferred to the profit and loss on<br>disposal of foreign operation | 36        | –   | 10,299             | –                              | 10,299          | –   | 10,299                    |
| Foreign currency translation reserve<br>on discontinued operation  | 21(a)(i)  | –   | 2,556              | –                              | 2,556           | –   | 2,556                     |
| <b>Transactions with owners in their<br/>capacity as owners:</b>   |           |   |                    |                                |                 |   |                           |
| Contributions of equity, net of transaction<br>costs and tax   | 20        | 408,466   | –                  | –                              | 408,466         | –   | 408,466                   |
| Transactions with non-controlling interests  | 30(b)     | –   | (7,050)            | –                              | (7,050)         | 4,015                                     | (3,035)                   |
| Net movement in share-based payments<br>reserve  | 21(a)(ii) | –   | 5,015              | –                              | 5,015           | –   | 5,015                     |
| Dividends provided for and paid  | 7         | –   | –                  | (85,381)                       | (85,381)        | –   | (85,381)                  |
|  |           | 408,466   | 10,820             | (85,381)                       | 333,905         | 4,015                                     | 337,920                   |
| <b>Balance at 30 September 2014</b>  |           | <b>641,603</b>  | <b>(58,105)</b>    | <b>122,582</b>                 | <b>706,080</b>  | <b>–</b>                                  | <b>706,080</b>            |
| Profit for the 12 months to<br>30 September 2015   |           | –   | –                  | 186,430                        | 186,430         | –   | 186,430                   |
| Other comprehensive income   |           | –   | 102,004            | –                              | 102,004         | –   | 102,004                   |
| <b>Total comprehensive income<br/>for the year</b>   |           | –   | 102,004            | 186,430                        | 288,434         | –   | 288,434                   |
| Foreign currency translation reserve<br>transferred to the profit and loss on<br>disposal of foreign operation | 36        | –   | 7,170              | –                              | 7,170           | –   | 7,170                     |
| Foreign currency translation reserve<br>on discontinued operation  | 21(a)(i)  | –   | (282)              | –                              | (282)           | –   | (282)                     |
| <b>Transactions with owners in their<br/>capacity as owners:</b>   |           |   |                    |                                |                 |   |                           |
| Contributions of equity, net of transaction<br>costs and tax   | 20        | 52,231  | –                  | –                              | 52,231          | –   | 52,231                    |
| Net movement in share-based<br>payments reserve  | 21(a)(ii) | –   | (35,126)           | –                              | (35,126)        | –   | (35,126)                  |
| Dividends provided for and paid  | 7         | –   | –                  | (101,084)                      | (101,084)       | –   | (101,084)                 |
|  |           | 52,231  | (28,238)           | (101,084)                      | (77,091)        | –   | (77,091)                  |
| <b>Balance at 30 September 2015</b>  |           | <b>693,834</b>  | <b>15,661</b>      | <b>207,928</b>                 | <b>917,423</b>  | <b>–</b>                                  | <b>917,423</b>            |

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

# Financial Statements

## Consolidated statement of cash flows

for the year ended 30 September 2015

|   | Notes     | Consolidated<br>12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
|---|-----------|--|--|
| <b>Cash flows from operating activities</b>                               |           |  |  |
| Receipts from customers (inclusive of goods and services tax)             |           | 1,619,730  | 905,417                                |
| Payments to suppliers and employees (inclusive of goods and services tax) |           | (1,076,874)  | (713,064)                              |
|   |           | 542,856  | 192,353                                |
| Other income  |           | 4,072  | 161                                    |
| Interest received   |           | 10,549   | 10,727                                 |
| Interest paid   |           | (62,824)   | (11,969)                               |
| Transaction costs relating to acquisition of businesses                   | 35        | (18,360)   | (7,162)                                |
| Income taxes paid   |           | (38,650)   | (25,280)                               |
| <b>Net cash inflow from operating activities</b>                          | <b>32</b> | <b>437,643</b>   | <b>158,830</b>                         |
| <b>Cash flows from investing activities</b>                               |           |  |  |
| Payment for acquisition of business (net of cash acquired)                | 35        | (1,446,388)  | (12,159)                               |
| Payments for property, plant and equipment                                |           | (121,555)  | (63,509)                               |
| Payments for intangibles  |           | (18,130)   | (26,672)                               |
| Proceeds from sale of subsidiary (net of cash disposed)                   |           | 1,757  | 13,543                                 |
| Payments made for sale of subsidiary (net of cash disposed)               |           | (8,154)  | –                                      |
| Loan repayments from non-controlling interest                             |           | –  | 3,016                                  |
| Proceeds from sale of property, plant and equipment                       |           | 216  | 121                                    |
| <b>Net cash outflow from investing activities</b>                         |           | <b>(1,592,254)</b>                                     | <b>(85,660)</b>                        |
| <b>Cash flows from financing activities</b>                               |           |  |  |
| Payments for shares acquired by the Aristocrat Employee Share Trust       |           | (2,225)  | (5,083)                                |
| Proceeds from issue of shares (net of transaction costs)                  | 20        | –  | 406,324                                |
| Repayments of borrowings  |           | (153,271)  | (406,310)                              |
| Proceeds from borrowings  |           | 1,446,831  | 277,247                                |
| Finance lease payments  |           | (212)  | (158)                                  |
| Transactions with non-controlling interests                               |           | –  | (3,016)                                |
| Dividends paid to Company shareholders                                    | 7         | (101,084)  | (85,381)                               |
| Dividends paid to non-controlling shareholder                             |           | –  | (614)                                  |
| <b>Net cash inflow from financing activities</b>                          |           | <b>1,190,039</b>                                       | <b>183,009</b>                         |
| <b>Net increase in cash and cash equivalents</b>                          |           | <b>35,428</b>  | <b>256,179</b>                         |
| Cash and cash equivalents at the beginning of the year                    |           | 285,929  | 29,689                                 |
| Effects of exchange rate changes on cash and cash equivalents             |           | 11,342   | 61                                     |
| <b>Cash and cash equivalents at the end of year</b>                       |           | <b>332,699</b>   | <b>285,929</b>                         |
| Included in cash and equivalents per the statement of financial position  | 8         | 329,005  | 285,929                                |
| Included in the assets of the disposal group                              | 37        | 3,694  | –                                      |

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

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## Notes to the financial statements

for the year ended 30 September 2015

### Note 1. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Aristocrat Leisure Limited and its subsidiaries (Group).

#### (a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, and interpretations issued by the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. Aristocrat Leisure Limited is a for-profit entity for the purposes of preparing the financial statements.

#### (i) Compliance with IFRS

The consolidated financial statements of the Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

#### (ii) Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities (including derivative instruments) at fair value through profit or loss and for certain classes of property, plant and equipment which have been measured at deemed cost.

#### (iii) Critical accounting estimates

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

#### (iv) Comparatives

Comparative information is reclassified where appropriate to enhance comparability. The comparative information has also been adjusted where indicated due to the impact of discontinued operations.

#### (v) New and amended standards adopted by the Group

There were no new or amended accounting standards effective for the period commencing 1 October 2014 that required the Group to change its accounting policies for the September 2015 financial year.

#### (vi) Significant changes and events in the current reporting period

During the year ended 30 September 2015, the Group completed the acquisition of Video Gaming Technologies Inc. (VGT). VGT is a leading provider of Class II gaming machines for the leased tribal gaming market in North America. VGT is headquartered in Tennessee, USA with an installed base of approximately 20,000 machines at 30 September 2015. The results of the Group for the year ended 30 September 2015 include the financial performance for VGT from the date of acquisition, being 20 October 2014, as well as the financial position of VGT as at 30 September 2015. Refer to Note 35 for details of the acquisition.

On 29 May 2015, the Group sold its Japanese subsidiaries K.K Aristocrat Technologies and K.K Spiky. The results from these entities are shown in the statement of comprehensive income as a discontinued operation. Financial information relating to the discontinued operation is set out in Note 36.

For a detailed discussion of the Group's financial performance and position, refer to the Review of Operations.

#### (b) Principles of consolidation

##### (i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company (or parent entity) as at 30 September 2015 and the results of all subsidiaries for the year then ended. The Company and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for the business combinations by the Group; refer to Note 1(i).

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (i) Subsidiaries continued

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### (ii) Employee Share Trust

The Group has formed a trust to administer the Group's employee share scheme. This trust is consolidated, as the substance of the relationship is that the trust is controlled by the Group. Treasury shares acquired by the Aristocrat Employee Equity Plan Trust are recorded in share-based payment reserves.

### (c) Segment reporting

Operating segments are determined in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing the performance of operating segments, has been identified as the Board of Directors and the Executive Leadership Team, who have determined operating segments based primarily on a geographical perspective. Further information is provided in Note 4.

### (d) Foreign currency translation

#### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

#### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges, or are attributable to part of the net investment in a foreign operation.

#### (iii) Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or borrowings forming part of a net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

### (e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, settlement discounts and duties and taxes paid. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the contract terms of each arrangement.

#### (i) Revenue from the sale of goods and related licences

##### *Machine sales*

Revenue is recognised when goods have been dispatched to a customer pursuant to a sales order, the associated risks have passed to the customer, and it is probable that future economic benefits will flow to the Group.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (e) Revenue recognition continued

#### (i) Revenue from the sale of goods and related licences continued

##### **Systems contracts**

Revenue for long term systems contracts is recognised progressively over the period of the individual contracts. Revenue on short term contracts is recognised on installation of the systems, or on customer acceptance if there is a significant risk that the customer will not accept the installed system.

##### **Licence income**

Licence income is recognised in accordance with the substance of the agreement, corresponding with the time when all obligations in relation to the contract have been met. Where there is an ongoing obligation, the revenue is deferred and recognised when the obligations are met.

##### **Multiple element arrangements**

The Group offers certain arrangements whereby a customer can purchase an Electronic Gaming Machine (EGM) together with other ongoing obligations. When such multiple element arrangements exist, the amount recognised as revenue upon the sale of the EGM is the fair value of the EGM in relation to the arrangement taken as a whole. The revenue relating to the ongoing obligations is recognised over the period that the obligations are satisfied. The fair values of each element are determined based on the current market price of each of the elements when sold separately. To the extent that there is a discount on the arrangement, such discount is allocated between the elements of the contract in such a manner as to reflect the fair value of the elements.

#### (ii) Revenue from gaming operations, on-line and services

##### **Participation revenue**

Participation revenue is where the Group's owned machines are placed directly by the Group or indirectly through a licensed operator in venues in return for a fee per day which can either be fixed or performance based. The amount of revenue recognised is calculated by either: (i) multiplying a daily fee by the total number of days the machine has been operating on the venue floor in the reporting period; or (ii) an agreed fee based upon a percentage of turnover or the net win of participating machines.

##### **Rental**

Rental income from operating leases is recognised on a straight-line basis over the term of the operating lease contract. Leases where substantially all the risks and rewards of ownership are transferred to the customer are classified as finance leases. The Group recognises selling profit of finance leases, in accordance with the policy followed by the Group for machine sales. Finance income is recognised based on a constant periodic rate of return on the Group's net investment in the finance lease.

##### **Service revenue**

Service revenue is recognised as work is performed, other than for service agreements, where revenue is recognised evenly over the period of the service agreement.

##### **Revenue in advance**

Revenue derived from prepaid service contracts is apportioned on a pro-rata basis over the life of each respective agreement. Amounts received at reporting date in respect of future periods are treated as revenue in advance and are included in liabilities.

##### **On-line gaming revenue**

Revenue from on-line gaming is recognised when the player uses the credits purchased. Amounts not used at period end are included in deferred revenue in the statement of financial position. As Aristocrat is the principal in such transactions, commissions are presented as expenses.

#### (iii) Interest income

Interest income is recognised using the effective interest method.

### (f) Income tax

The income tax expense for the year is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities, current income tax of prior years, unused tax losses and unused tax credits.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (f) Income tax continued

Deferred income tax is provided in full, using the liability method, on temporary differences arising between tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses and unused tax credits only if it is probable that future taxable amounts will be available to utilise those temporary differences, losses and tax credits.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in other comprehensive income or directly in equity, respectively.

Companies within the Group may be entitled to claim special tax deductions in relation to qualifying expenditure. The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward.

### (g) Tax consolidation legislation

The Company and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation as of 1 January 2004.

The head entity, Aristocrat Leisure Limited, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured by applying a group allocation approach, which uses a combination between the 'stand-alone tax payer' and 'separate tax payer within a group' approach as described in UIG 1052 *Tax Consolidation Accounting*.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Assets or liabilities arising under the tax funding agreement with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. Details about the tax funding agreement are disclosed in Note 6.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

### (h) Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property, or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in finance lease liabilities. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the asset's useful life and the lease term, if it is not virtually certain that the Group will obtain ownership at the end of the lease term.

### (i) Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, shares issued or liabilities incurred or assumed by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition related costs for business combinations from 1 January 2010 are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (j) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell, and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### (k) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

### (l) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. Trade receivables are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor and the probability that the debtor will default on payments are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in the profit or loss within expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account.

### (m) Inventories

#### (i) Raw materials and stores, work in progress and finished goods

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### (ii) Contract work in progress

Contract work in progress is stated at cost less progress billings. Cost includes all costs directly related to specific contracts and an allocation of overhead expenses incurred in connection with the Group's contract operations. Where a loss is indicated on completion, the work in progress is reduced to the level of recoverability less progress billings.

### (n) Intellectual property rights

A controlled entity purchases intellectual property rights in the form of licence tags to certain technology relating to cashless gaming systems in the United States. These rights are capitalised and subsequently expensed as and when the licence tags are consumed.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies *continued*

### (o) Investments and other financial assets

#### Classification

The Group classifies its investments in the following categories: financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of the Group's investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at each reporting date.

#### (i) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months, otherwise they are classified as non-current.

#### (ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the statement of financial position.

#### (iii) *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the reporting date, which are classified as current assets.

#### (iv) *Available-for-sale financial assets*

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the reporting date. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long term.

#### Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### Measurement

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the statement of comprehensive income within other income or other expenses in the period in which they arise.

Details on how the fair value of financial instruments is determined are disclosed in Note 1(q).

#### Impairment

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (p) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either: (i) hedges of the fair value of recognised assets or liabilities or a firm commitment ('fair value hedges'); (ii) hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions ('cash flow hedges'); or (iii) hedges of a net investment in a foreign operation (net investment hedges).

Where hedge accounting is adopted, the Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been, and will continue to be, highly effective in offsetting changes in fair values or cash flows of hedged items. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

#### (i) Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the statement of comprehensive income, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the effective portion of interest rate swaps hedging borrowings is recognised in the profit and loss within finance costs, together with changes in the fair value of the hedged fixed rate borrowings attributable to interest rate risk.

#### (ii) Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in the profit and loss within other income or other expenses.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item will affect profit or loss (for instance, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance costs'.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss.

#### (iii) Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other income or other expenses. Gains and losses accumulated in equity are reclassified to profit or loss when the foreign operation is partially disposed of or sold.

#### (iv) Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other income or other expenses.

### (q) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement and for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the reporting date.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (q) Fair value estimation continued

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

### (r) Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit and loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated remaining useful lives, as follows:

- Buildings 25–30 years
- Leasehold improvements 2–10 years
- Plant and equipment 2–10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (refer to Note 1(j)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount. These are included in profit and loss.

### (s) Intangible assets

#### (i) Goodwill

Goodwill is measured as described in Note 1(i). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised, but is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. A cash-generating unit is the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Each of those cash-generating units represents the Group's investment in each region of operation by each operating segment. Refer to Note 15.

#### (ii) Technology and software

Technology and software has a finite useful life and is carried at cost less accumulated amortisation and impairment losses. Technology and software acquired through a business combination is measured at the fair value at acquisition date. Amortisation is calculated using the straight-line method to allocate the value of technology and software over its estimated useful life, which varies from 3 to 10 years.

#### (iii) Customer relationships and contracts acquired

The customer relationships and contracts were acquired as part of a business combination (see Note 35 for details). They are recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line basis over their estimated useful lives of 15 years.

#### (iv) Tradename and game names

The tradename and game names were acquired as part of a business combination (see Note 35 for details). Game names are recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line basis over their estimated useful lives of 15 years. The tradename is recognised at its fair value at the date of acquisition and has an indefinite life so is not amortised, and is tested for impairment at each reporting date.

#### (v) Intellectual property and licences

Intellectual property and licences that have a finite useful life are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of intellectual property and licences over their estimated useful lives, which vary from 3 to 10 years. Licences which have an indefinite life are not amortised, and are tested for impairment at each reporting date.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (s) Intangible assets continued

#### (vi) Design and development

Design expenditure is recognised as an expense as incurred.

An intangible asset arising from development expenditure is only recognised when all of the recognition criteria can be demonstrated. The recognition criteria for the development activity are:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- the generation by the intangible asset of probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Only development costs relating to the creation of an asset that can be used or sold and can be reliably measured are capitalised as intangible assets. Capitalised amounts are amortised over 1 to 7 years.

Other development costs that do not meet these criteria are recognised in the profit and loss as incurred.

#### (t) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30–120 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Payables include short-term employee benefits. Refer to Note 1(x).

#### (u) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

#### (v) Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed as incurred.

#### (w) Provisions

Provisions are recognised when: (i) the Group has a present legal or constructive obligation as a result of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

#### (i) Progressive jackpot liabilities

In certain jurisdictions in the United States, the Group is liable for progressive jackpots, which are paid as an initial amount followed by either: (i) an annuity paid out over 19 or 20 years after winning; or (ii) a lump sum amount equal to the present value of the progressive component. Base jackpots are charged to cost of sales when the jackpot is won.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (ii) Warranties

Provision is made for the estimated liability on all products still under warranty at reporting date. The amount of the provision is the estimated cash flows expected to be required to settle the warranty obligations, having regard to the service warranty experience and the risks of the warranty obligations. The provision is not discounted to its present value as the effect of discounting is not material.

### (iii) Make good allowances

Provision is made for the estimated liability where required on leases still held at reporting date. The amount of the provision is the estimated discounted cash flows expected to be required to satisfy the make good clauses in the lease contracts.

### (iv) Onerous contracts

A provision is recognised for contracts where the costs of fulfilling the contract exceed the benefits expected to be received. The provision includes inventory and other purchase commitments.

### (x) Employee benefits – payable

#### (i) Short term obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

#### (ii) Other long-term benefit obligations

The liability for long service leave and annual leave which is not expected to be settled within 12 months after the end of the period is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting date, regardless of when the actual settlement is expected to occur.

#### (iii) Retirement benefit obligations

The Group pays contributions to approved defined contribution funds. Contributions are recognised as an expense when they become payable.

#### (iv) Share-based payments

Share-based compensation benefits are provided to employees via the Performance Share Plan, Deferred Equity Employee Plan, Deferred Short Term Incentive Plan, General Employee Share Plan and other arrangements under employee contracts.

The fair value of rights granted is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the rights granted, which includes any market performance conditions and the impact of non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions.

Non-market vesting conditions are included in assumptions about the number of rights that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of rights that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Upon the exercise of options or rights, the balance of the share-based payments reserve relating to those rights is transferred to share capital only if the shares are a new issue from contributed equity.

Shares issued through the Aristocrat Employee Equity Plan Trust continue to be recognised in the share-based payments reserve in equity. Similarly, treasury shares acquired by the Aristocrat Employee Equity Plan Trust are recorded in share-based payments trust reserves. Information relating to these shares is disclosed in Note 21(a)(ii).

The market value of shares issued to employees for no cash consideration under the General Employee Share Plan is recognised as an employee benefits expense with a corresponding increase in reserves.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (x) Employee benefits – payable continued

#### (v) Bonus plans

The Group recognises a liability and an expense for bonuses based on criteria that takes into account the profit attributable to the Company's shareholders. The Group recognises a liability where contractually obliged or where there is past practice that has created a constructive obligation. Where bonus plans are settled by way of the issue of shares in the Company, the expense is accounted for as part of the share based payments expense.

#### (vi) Employee benefit on-costs

Employee benefit on-costs, including payroll tax, are recognised and included in employee benefit liabilities and costs when the employee benefits to which they relate are recognised as liabilities.

#### (vii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without the possibility of withdrawal or to providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

### (y) Contributed equity

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in contributed equity as a deduction, net of tax, from the proceeds.

If the entity reacquires its own equity instruments, for example as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental cost (net of income taxes) is recognised directly in equity.

### (z) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at reporting date.

### (aa) Earnings per share

#### (i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, excluding treasury shares.

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the post-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

### (ab) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST or other relevant taxes, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

### (ac) Rounding of amounts

The Company is of a kind referred to in Class Order 98/0100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (ad) Parent entity financial information

The financial information for the parent entity, Aristocrat Leisure Limited, disclosed in Note 34, has been prepared on the same basis as the consolidated financial statements, except as set out below.

### (i) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less impairment charges in the financial statements of Aristocrat Leisure Limited.

### (ii) Tax consolidation legislation

Aristocrat Leisure Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, Aristocrat Leisure Limited, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, Aristocrat Leisure Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Aristocrat Leisure Limited for any current tax payable assumed and are compensated by Aristocrat Leisure Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Aristocrat Leisure Limited under the tax consolidation legislation. The funding amounts are determined by reference to the amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity, which is issued as soon as practicable after the end of each financial year.

The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as current amounts receivable from or payable to other entities in the Group.

Any difference between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

### (ae) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 September 2015 reporting periods. The Group's assessment of the impact of these new standards and interpretations is set out below.

AASB 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities and may affect Aristocrat's accounting for financial assets and liabilities. Aristocrat does not expect the standard will have a significant impact on its financial statements. The standard is not applicable until 1 January 2018 but is available for early adoption.

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for goods and services and AASB 111 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The notion of control replaces the existing notion of risks and rewards. The Group has commenced consideration of the impact of the new rules on its revenue recognition policies and will continue this assessment during the 2016 financial year. The standard will not be applicable until 1 January 2018 but is available for early adoption.

### (af) Disposal groups held for sale and discontinued operations

Disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets and financial assets which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 1. Summary of significant accounting policies continued

### (af) Disposal groups held for sale and discontinued operations continued

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations and is part of a single co-ordinated plan to dispose of such a line of business or area of operations. The results of discontinued operations are presented separately in the income statement.

## Note 2. Financial risk management

The Group's activities expose it to a variety of financial risks, which include: market risk (including cash flow and fair value interest rate risk, foreign exchange risk and price risk), credit risk, and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as foreign exchange contracts and interest rate swaps to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Financial risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board of Directors. Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and investment of excess liquidity.

### (a) Market risk

#### (i) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from floating rate borrowings drawn under a Term Loan B facility. If deemed necessary, the Group has the ability to manage floating interest rate risk by using floating to fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating to fixed rates. Under the Group Treasury policy, the mix between fixed and floating rate debt is reviewed on a regular basis. At 30 September 2015 all debt was solely denominated in US dollars.

The Group manages its cash flow interest rate risk by using floating to fixed interest rate swaps. Under these swaps, the Group agrees with other parties to exchange, at specified intervals (mainly quarterly), the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Generally, the Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly.

The weighted average interest rate on the Group's borrowings at 30 September 2015 was 4.75% (2014: 1.4%).

Refer to Note 17 for further details of the Group's borrowings.

#### *Group sensitivity*

A sensitivity analysis of interest rate risk on the Group's financial assets and liabilities is provided in the table at Note 2(a)(iv).

#### (ii) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and Euro.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. Refer to Notes 9(h) and 16(a) for receivables and payables denominated in foreign currencies.

The Group's foreign exchange hedging policy is to reduce the foreign exchange risk associated with transactional exposures, primarily over a 12-month horizon. External foreign exchange contracts are designated at the Group level as hedges of foreign exchange risk on specific foreign currency denominated transactions.

Unrealised gains or losses on outstanding foreign exchange contracts are taken to the Group's profit or loss on a monthly basis.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 2. Financial risk management *continued*

### Hedge of net investment in foreign entity

In 2015, the Group entered into a Term Loan B amounting to US\$1,300,000,000 which was taken out to acquire an American subsidiary and is denominated in United States Dollars (USD). At 30 September 2015, US\$290,000,000 of this loan, held within the Australian company, has been designated as a hedge of the net investment in this American subsidiary. The fair value and carrying amount of the borrowing at 30 September 2015 was \$1,779,000,000 (30 September 2014: \$nil). The foreign exchange loss of \$29,249,000 (2014: \$nil) on translation of the borrowing to Australian dollars at the end of the reporting period is recognised in other comprehensive income and accumulated in the foreign currency translation reserve within shareholders' equity (Note 21). There was no ineffectiveness to be recorded in the profit and loss from net investments in foreign entity hedges.

### Group sensitivity

A sensitivity analysis of foreign exchange risk on the Group's financial assets and liabilities is provided in the table at Note 2(a)(iv).

#### (iii) Price risk

The Group's exposure to commodity price risk is indirect and is not considered likely to be material.

#### (iv) Summarised sensitivity analysis

The following table summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk, foreign exchange risk and price risk. These sensitivities are prior to the offsetting impact of hedging instruments, and are shown on a pre-tax basis:

#### Group sensitivity

|                                  | Carrying amount<br>\$'000 | Interest rate risk   |                      | Foreign exchange risk |                       | Price risk            |                       |
|----------------------------------|---------------------------|----------------------|----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                  |                           | -1% Profit<br>\$'000 | +1% Profit<br>\$'000 | -10% Profit<br>\$'000 | +10% Profit<br>\$'000 | -10% Equity<br>\$'000 | +10% Equity<br>\$'000 |
| <b>2015</b>                      |                           |                      |                      |                       |                       |                       |                       |
| <b>Financial assets</b>          |                           |                      |                      |                       |                       |                       |                       |
| Cash and cash equivalents        | 329,005                   | (3,290)              | 3,290                | 345                   | (282)                 | -                     | -                     |
| Receivables                      | 525,755                   | -                    | -                    | 4,615                 | (3,776)               | -                     | -                     |
| Debt securities held-to-maturity | 14,405                    | (144)                | 144                  | -                     | -                     | -                     | -                     |
| Other investments                | 3,422                     | -                    | -                    | -                     | -                     | -                     | -                     |
| <b>Financial liabilities</b>     |                           |                      |                      |                       |                       |                       |                       |
| Payables                         | 404,614                   | -                    | -                    | (1,576)               | 1,289                 | -                     | -                     |
| Borrowings                       | 1,779,632                 | -                    | (5,888)              | -                     | -                     | -                     | -                     |
| Progressive jackpot liabilities  | 21,755                    | 218                  | (218)                | -                     | -                     | -                     | -                     |
| Other financial liabilities      | 8,543                     | -                    | -                    | -                     | -                     | -                     | -                     |
| <b>Total increase/(decrease)</b> |                           | <b>(3,216)</b>       | <b>(2,672)</b>       | <b>3,384</b>          | <b>(2,769)</b>        | <b>-</b>              | <b>-</b>              |

|                                  | Carrying amount<br>\$'000 | Interest rate risk   |                      | Foreign exchange risk |                       | Price risk            |                       |
|----------------------------------|---------------------------|----------------------|----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                  |                           | -1% Profit<br>\$'000 | +1% Profit<br>\$'000 | -10% Profit<br>\$'000 | +10% Profit<br>\$'000 | -10% Equity<br>\$'000 | +10% Equity<br>\$'000 |
| <b>2014</b>                      |                           |                      |                      |                       |                       |                       |                       |
| <b>Financial assets</b>          |                           |                      |                      |                       |                       |                       |                       |
| Cash and cash equivalents        | 285,929                   | (2,859)              | 2,859                | (290)                 | 238                   | -                     | -                     |
| Receivables                      | 403,042                   | -                    | -                    | 3,464                 | (2,834)               | -                     | -                     |
| Debt securities held-to-maturity | 12,208                    | (122)                | 122                  | -                     | -                     | -                     | -                     |
| <b>Financial liabilities</b>     |                           |                      |                      |                       |                       |                       |                       |
| Payables                         | 183,128                   | -                    | -                    | (1,013)               | 829                   | -                     | -                     |
| Borrowings                       | 114,627                   | 1,146                | (1,146)              | -                     | -                     | -                     | -                     |
| Progressive jackpot liabilities  | 9,995                     | 100                  | (100)                | -                     | -                     | -                     | -                     |
| <b>Total increase/(decrease)</b> |                           | <b>(1,735)</b>       | <b>1,735</b>         | <b>2,161</b>          | <b>(1,767)</b>        | <b>-</b>              | <b>-</b>              |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 2. Financial risk management continued

### (b) Credit risk

Credit risk is managed on a Group basis. The Group has no significant concentration of credit risk. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history.

Derivative counterparties and cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any one financial institution.

For all cash and cash equivalents, these are held with counterparties which are rated 'A' or higher.

### (c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising of the undrawn borrowing facilities below) on the basis of expected cash flows.

### Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

|   | Consolidated   |                |
|---|----------------|----------------|
|   | 2015           | 2014           |
|   | \$'000         | \$'000         |
| <b>Floating Rate</b>                                      |                |                |
| Expiring within one year (bank loans and bank overdrafts) | 7,853          | 16,709         |
| Expiring beyond one year (bank loans)                     | 100,000        | 260,740        |
|   | <b>107,853</b> | <b>277,449</b> |

The short term bank loans and overdraft facilities may be drawn at any time and are subject to annual review.

### Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings as follows:

(a) based on their contractual maturities:

- (i) all non-derivative financial liabilities; and
- (ii) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

(b) based on the remaining period to the expected settlement date:

- (i) derivative financial liabilities for which the contractual maturities are not essential for an understanding of the timing of cash flows.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 2. Financial risk management continued

| Contractual maturities of financial liabilities<br>Group – at 30 September 2015 | Less than 6 months<br>\$'000 | 6-12 months<br>\$'000 | Between 1 and 2 years<br>\$'000 | Between 2 and 5 years<br>\$'000 | Over 5 years<br>\$'000 | Total contractual cash flows<br>\$'000 | Carrying Amount (assets)/ liabilities<br>\$'000 |
|---|------------------------------|-----------------------|---------------------------------|---------------------------------|------------------------|--|---|
| <b>Non-derivatives</b>  |                              |                       |                                 |                                 |                        |  |   |
| Trade payables  | 107,134                      | –                     | –                               | –                               | –                      | 107,134                                | 107,134   |
| Other payables  | 209,778                      | 2,368                 | –                               | –                               | –                      | 212,146                                | 212,146   |
| Contingent consideration  | 17,142                       | –                     | –                               | –                               | –                      | 17,142                                 | 17,142  |
| Deferred consideration  | 24,964                       | –                     | 24,964                          | 21,398                          | –                      | 71,326                                 | 68,192  |
| Borrowings  | –                            | 332                   | 8,211                           | 55,658                          | 1,747,921              | 1,812,122                              | 1,779,632                                       |
| Borrowings – interest payments  | 43,506                       | 43,745                | 87,208                          | 257,115                         | 88,405                 | 519,979                                | –   |
| Progressive jackpot liabilities   | 16,732                       | 700                   | 1,221                           | 2,067                           | 1,035                  | 21,755                                 | 21,755  |
| <b>Total non-derivatives</b>  | <b>419,256</b>               | <b>47,145</b>         | <b>121,604</b>                  | <b>336,238</b>                  | <b>1,837,361</b>       | <b>2,761,604</b>                       | <b>2,206,001</b>                                |
| <b>Derivatives</b>  |                              |                       |                                 |                                 |                        |  |   |
| Net settled (interest rate swaps)   | 85                           | –                     | 3,267                           | 4,860                           | –                      | 8,212                                  | 8,212   |
| Gross settled (forward foreign exchange contracts – cash flow hedges)           |                              |                       |                                 |                                 |                        |  |   |
| – (inflow)  | (45,168)                     | (18,324)              | –                               | –                               | –                      | (63,492)                               | –   |
| – outflow   | 45,020                       | 18,803                | –                               | –                               | –                      | 63,823                                 | 331   |
|   | (148)                        | 479                   | –                               | –                               | –                      | 331                                    | 331   |
| <b>Total derivatives</b>  | <b>(63)</b>                  | <b>479</b>            | <b>3,267</b>                    | <b>4,860</b>                    | <b>–</b>               | <b>8,543</b>                           | <b>8,543</b>                                    |
| <b>Group – at 30 September 2014</b>   | <b>\$'000</b>                | <b>\$'000</b>         | <b>\$'000</b>                   | <b>\$'000</b>                   | <b>\$'000</b>          | <b>\$'000</b>                          | <b>\$'000</b>                                   |
| <b>Non-derivatives</b>  |                              |                       |                                 |                                 |                        |  |   |
| Trade payables  | 65,661                       | –                     | –                               | –                               | –                      | 65,661                                 | 65,661  |
| Other payables  | 104,260                      | –                     | 571                             | –                               | –                      | 104,831                                | 104,831   |
| Contingent consideration  | 7,143                        | –                     | 6,507                           | –                               | –                      | 13,650                                 | 12,636  |
| Borrowings  | –                            | –                     | 114,627                         | –                               | –                      | 114,627                                | 114,627   |
| Borrowings – interest payments  | 802                          | 802                   | 67                              | –                               | –                      | 1,671                                  | –   |
| Progressive jackpot liabilities   | 4,444                        | 1,024                 | 977                             | 2,306                           | 1,244                  | 9,995                                  | 9,995   |
| <b>Total non-derivatives</b>  | <b>182,310</b>               | <b>1,826</b>          | <b>122,749</b>                  | <b>2,306</b>                    | <b>1,244</b>           | <b>310,435</b>                         | <b>307,750</b>                                  |
| <b>Derivatives</b>  |                              |                       |                                 |                                 |                        |  |   |
| Gross settled (forward foreign exchange contracts – cash flow hedges)           |                              |                       |                                 |                                 |                        |  |   |
| – (inflow)  | (28,540)                     | –                     | –                               | –                               | –                      | (28,540)                               | (28,540)  |
| – outflow   | 27,881                       | –                     | –                               | –                               | –                      | 27,881                                 | 27,881  |
|   | (659)                        | –                     | –                               | –                               | –                      | (659)                                  | (659)   |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 2. Financial risk management continued

### (d) Fair value measurements

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

| Group as at 30 September 2015        | Level 1<br>\$'000 | Level 2<br>\$'000 | Level 3<br>\$'000 | Total<br>\$'000 |
|--------------------------------------|-------------------|-------------------|-------------------|-----------------|
| <b>Liabilities</b>                   |                   |                   |                   |                 |
| Interest rate swap contracts         | –                 | 8,212             | –                 | 8,212           |
| Derivatives used for hedging         | –                 | 331               | –                 | 331             |
| Contingent consideration             | –                 | –                 | 17,142            | 17,142          |
| <b>Total liabilities</b>             | <b>–</b>          | <b>8,543</b>      | <b>17,142</b>     | <b>25,685</b>   |
| <b>Group as at 30 September 2014</b> |                   |                   |                   |                 |
| <b>Assets</b>                        |                   |                   |                   |                 |
| Derivatives used for hedging         | –                 | 659               | –                 | 659             |
| <b>Total assets</b>                  | <b>–</b>          | <b>659</b>        | <b>–</b>          | <b>659</b>      |
| <b>Liabilities</b>                   |                   |                   |                   |                 |
| Contingent consideration             | –                 | –                 | 12,636            | 12,636          |
| <b>Total liabilities</b>             | <b>–</b>          | <b>–</b>          | <b>12,636</b>     | <b>12,636</b>   |

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

**Level 1:** The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1. The Group did not have any Level 1 financial instruments at the end of the current and prior reporting periods.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. This is the case for the contingent consideration liability related to Product Madness.

### (i) Valuation techniques used to derive Level 2 and Level 3 fair values

The fair value of financial instruments that are not traded in an active market are determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available.

If all significant inputs required to determine a fair value of an instrument are observable, then the instrument is included in Level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Valuation techniques used include using forward exchange rates at the balance sheet date for derivatives used for hedging, and probability weighted payments for the contingent consideration liability, discounted to present value. Derivatives used for hedging are included in Level 2. As the contingent consideration liability was calculated based on unobservable inputs, it is included in Level 3. The unobservable inputs include revenue and EBITDA forecasts.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 2. Financial risk management *continued*

### (ii) Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the changes in Level 3 instruments for the full year:

|   | Contingent<br>consideration<br>liability<br>\$'000 |
|---|--|
| Opening balance – 30 September 2014                           | 12,636   |
| Interest expense  | 864  |
| Payments made   | (8,047)  |
| Adjustments to fair value of liability recognised in expenses | 9,358  |
| Foreign exchange movements                                    | 2,331  |
| <b>Closing balance – 30 September 2015</b>                    | <b>17,142</b>                                      |

Of the adjustment to fair value included in general and administration expenses, expenses of \$219,000 relates to liabilities no longer held at 30 September 2015. A fair value adjustment to increase the liability amounting to \$9,139,000 relates to liabilities held at 30 September 2015.

### (iii) Transfers between levels and changes in valuation techniques

There were no transfers between levels for recurring fair value measurements during the year. There were also no changes to valuation techniques applied as of 30 September 2015.

### (iv) Valuation inputs and relationships to fair value

The amounts payable for the contingent consideration liability are based on tiered earn-out bands payable to the former owners of Product Madness. Amounts recorded are accrued based on the upper earn-out bands. Changes in the unobservable inputs would not be expected to lead to a change in the fair value of the liability that is material to the Group.

### (v) Valuation processes

The valuation process for the contingent consideration liability uses forecasts developed by finance team members of the Product Madness entities as an input into the valuations. The forecasts are reviewed by Group Finance team members, including the chief financial officer (CFO), with fair value estimates made following this review that incorporate discounting to present value and probability weighting of earn-out outcomes. Discussions of the results of the valuation processes between the CFO and Audit Committee are held annually, in line with the Group's full year reporting dates.

### (vi) Fair values of other financial instruments

The Group also has a number of other financial instruments which are not measured at fair value in the statement of financial position. The carrying value of these financial instruments approximates their fair value.

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are in relation to impairment of intangibles, income taxes and the carrying value of inventories.

#### (i) Estimated recoverable amount of goodwill and intangible assets

The Group tests annually whether goodwill and other intangible assets that are not amortised have suffered any impairment, in accordance with the accounting policy stated in Note 1(s). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions. Refer to Note 15 for details of these assumptions and the potential impact of changes to the assumptions.

#### (ii) Income taxes

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the worldwide provision for income taxes. There are certain transactions and calculations undertaken during the ordinary course of business for which the ultimate determination is uncertain. The Group estimates its tax liabilities based on the Group's understanding of the tax law. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

#### (iii) Carrying value of inventories

The Group assesses at each reporting date whether inventory is recorded at the lower of cost and net realisable value, including assessing the expected sales of slow moving inventories. These assessments involve estimates and assumptions that are based on current expectations of demand and market conditions, including opportunities to sell into new markets.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 4. Segment information

### (a) Segment information provided to the chief operating decision maker

| Segment revenues and results from continuing operations<br>12 months to 30 September 2015 | The Americas<br>\$'000 | Australia and New Zealand<br>\$'000 | Digital<br>\$'000 | International Class III<br>\$'000 | Consolidated<br>\$'000 |
|---|------------------------|-------------------------------------|-------------------|-----------------------------------|------------------------|
| <b>Revenue – continuing</b>   |                        |                                     |                   |                                   |                        |
| Revenue from external customers   | 980,428                | 307,701                             | 147,612           | 140,320                           | 1,576,061              |
| Other segment revenue   | –                      | 6,366                               | –                 | –                                 | 6,366                  |
| <b>Segment revenue</b>  | <b>980,428</b>         | <b>314,067</b>                      | <b>147,612</b>    | <b>140,320</b>                    | <b>1,582,427</b>       |
| <b>Result – continuing</b>  |                        |                                     |                   |                                   |                        |
| Segment result  | 451,344                | 113,787                             | 50,200            | 51,677                            | 667,008                |
| Interest revenue not allocated to segments  |                        |                                     |                   |                                   | 8,553                  |
| Interest expense  |                        |                                     |                   |                                   | (89,858)               |
| Design and development costs  |                        |                                     |                   |                                   | (191,376)              |
| Acquisition, transaction and restructuring costs  |                        |                                     |                   |                                   | (30,676)               |
| Amortisation of acquired intangibles  |                        |                                     |                   |                                   | (70,151)               |
| Other expenses  |                        |                                     |                   |                                   | (64,979)               |
| Profit before income tax expense  |                        |                                     |                   |                                   | 228,521                |
| Income tax expense  |                        |                                     |                   |                                   | (71,865)               |
| Profit from continuing operations   |                        |                                     |                   |                                   | 156,656                |
| Loss from discontinued operation  |                        |                                     |                   |                                   | 29,774                 |
| <b>Profit for the year</b>  |                        |                                     |                   |                                   | <b>186,430</b>         |
| <b>Other segment information – continuing</b>   |                        |                                     |                   |                                   |                        |
| Non-current assets other than financial and deferred tax assets                           | 2,119,000              | 90,947                              | 989               | 20,396                            | 2,231,332              |
| Depreciation and amortisation expense   | 77,317                 | 10,913                              | 252               | 2,751                             | 91,233                 |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 4. Segment information *continued*

#### (a) Segment information provided to the chief operating decision maker *continued*

| Segment revenues and results from continuing operations<br>12 months to 30 September 2014 | The Americas<br>\$'000 | Australia and New Zealand<br>\$'000 | Digital<br>\$'000 | International Class III<br>\$'000 | Consolidated<br>\$'000 |
|---|------------------------|-------------------------------------|-------------------|-----------------------------------|------------------------|
| <b>Revenue – continuing</b>   |                        |                                     |                   |                                   |                        |
| Revenue from external customers   | 459,731                | 218,373                             | 50,300            | 105,261                           | 833,665                |
| Other segment revenue   | –                      | 5,417                               | –                 | –                                 | 5,417                  |
| <b>Segment revenue</b>  | <b>459,731</b>         | <b>223,790</b>                      | <b>50,300</b>     | <b>105,261</b>                    | <b>839,082</b>         |
| <b>Result – continuing</b>  |                        |                                     |                   |                                   |                        |
| Segment result  | 176,898                | 89,669                              | 17,000            | 41,426                            | 324,993                |
| Interest revenue not allocated to segments  |                        |                                     |                   |                                   | 5,867                  |
| Interest expense  |                        |                                     |                   |                                   | (14,043)               |
| Design and development costs  |                        |                                     |                   |                                   | (122,747)              |
| Acquisition, transaction and restructuring costs  |                        |                                     |                   |                                   | (17,074)               |
| Amortisation of acquired intangibles  |                        |                                     |                   |                                   | (2,392)                |
| Other expenses  |                        |                                     |                   |                                   | (23,814)               |
| Profit before income tax expense  |                        |                                     |                   |                                   | 150,790                |
| Income tax expense  |                        |                                     |                   |                                   | (33,812)               |
| Profit from continuing operations   |                        |                                     |                   |                                   | 116,978                |
| Loss from discontinued operation  |                        |                                     |                   |                                   | (133,407)              |
| <b>Loss for the year</b>  |                        |                                     |                   |                                   | <b>(16,429)</b>        |
| <b>Other segment information – continuing</b>   |                        |                                     |                   |                                   |                        |
| Non-current assets other than financial and deferred tax assets                           | 229,772                | 76,229                              | 506               | 20,061                            | 326,568                |
| Depreciation and amortisation expense   | 33,077                 | 5,792                               | 83                | 1,900                             | 40,852                 |

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 4. Segment information *continued*

### (b) Notes to the segment information

Management has determined the operating segments based on the reports reviewed by the Board of Directors and the Executive Leadership Team. Reports reviewed consider the business primarily from a geographical perspective. The following reportable segments have been identified:

- The Americas;
- Australia and New Zealand;
- Digital; and
- International Class III.

### Segment results

Digital has been split out from the prior segment Rest of World, with the remainder of Rest of World now termed International Class III as compared to the description in the prior annual financial statements. As Video Gaming Technologies Inc. is located in North America, it is included in the Americas segment. The prior year information has been shown in a manner consistent with the current year information.

Segment result represents earnings before interest and tax, and before significant items, charges for design and development expenditure, amortisation of acquired intangibles, selected intercompany charges and corporate costs.

Segment revenues are allocated based on the country in which the customer is located. Segment revenues and expenses are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis.

Segment revenues, expenses and results exclude transfers between segments. The revenue from external parties reported to the chief operating decision maker is measured in a manner consistent with that in the statement of comprehensive income.

The activities of the entities in the Group are predominantly within a single business which is the development, assembly, sale, distribution and service of gaming machines and systems. The Group also operates within the on-line social gaming and real money wager markets.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 5. Profit/(loss) for the year – from continuing operations

|   | Notes    | Consolidated                           |  |
|---|----------|--|--|
|   |          | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| <b>(a) Revenue</b>  |          |  |  |
| Sale of goods and related licences  | 1(e)(i)  | 708,705                                | 507,347                                |
| Gaming operations, on-line and services   | 1(e)(ii) | 867,356                                | 326,318                                |
| Total revenue   |          | 1,576,061                              | 833,665                                |
| <b>(b) Other income</b>   |          |  |  |
| Interest  |          | 14,919                                 | 11,284                                 |
| Foreign exchange gains  |          | 6,821                                  | –                                      |
| Gain on remeasurement of contingent consideration                                 |          | –                                      | 534                                    |
| Gain on disposal of property, plant and equipment                                 |          | –                                      | 14                                     |
| Sundry income   |          | 4,072                                  | 161                                    |
| Total other income  |          | 25,812                                 | 11,993                                 |
| <b>(c) Expenses</b>   |          |  |  |
| <b>(i) Depreciation and amortisation</b>  |          |  |  |
| Depreciation and amortisation of property, plant and equipment                    |          |  |  |
| – Buildings   |          | 830                                    | 695                                    |
| – Plant and equipment   |          | 79,262                                 | 35,877                                 |
| – Leasehold improvements  |          | 4,050                                  | 2,565                                  |
| Total depreciation and amortisation of property, plant and equipment              | 13       | 84,142                                 | 39,137                                 |
| Amortisation of intangible assets   |          |  |  |
| – Customer relationships and contracts  |          | 40,541                                 | –                                      |
| – Game names  |          | 674                                    | –                                      |
| – Computer technology and software  |          | 28,060                                 | 3,299                                  |
| – Intellectual property and licences  |          | 2,408                                  | 298                                    |
| – Capitalised development costs   |          | 5,559                                  | 510                                    |
| Total amortisation of intangible assets   | 15       | 77,242                                 | 4,107                                  |
| Total depreciation and amortisation   |          | 161,384                                | 43,244                                 |
| <b>(ii) Employee benefits expense</b>   |          |  |  |
| Salaries and wages  |          | 318,273                                | 206,414                                |
| Superannuation costs  |          | 10,911                                 | 9,032                                  |
| Post-employment benefits other than superannuation                                |          | 3,659                                  | 3,499                                  |
| Share-based payments expense  | 27(e)    | 16,293                                 | 8,506                                  |
| Total employee benefits expense   |          | 349,136                                | 227,451                                |
| <b>(iii) Lease payments</b>   |          |  |  |
| Rental expense relating to operating leases                                       |          |  |  |
| – Minimum lease payments  |          | 21,579                                 | 16,290                                 |
| <b>(iv) General and administration costs</b>                                      |          |  |  |
| General and administration costs excluding significant expense items              |          | 189,128                                | 95,076                                 |
| Acquisition related transaction, integration and restructuring costs              |          | 30,676                                 | 17,074                                 |
| Fair value adjustments to contingent consideration                                |          | 9,358                                  | –                                      |
| Amortisation of acquired intangibles included in general and administration costs |          | 65,471                                 | –                                      |
| Total general and administration costs  |          | 294,633                                | 112,150                                |
| <b>(v) Other significant expense items</b>  |          |  |  |
| – Write-down of inventories to net realisable value                               |          | 21,542                                 | 5,646                                  |
| – Legal costs (excluding acquisition transaction costs)                           |          | 14,654                                 | 8,857                                  |
| – Net foreign exchange (gain)/loss  |          | (6,821)                                | 5,493                                  |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 6. Income tax expense

Major components of income tax expense are:

|   | Consolidated                           |  |
|---|--|--|
|   | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| <b>(a) Income tax expense</b>   |  |  |
| Current income tax  | 88,742                                 | 39,502                                 |
| Deferred income tax   | (11,847)                               | (5,147)                                |
| Adjustments in respect of current income tax of previous years                          | (5,030)                                | 2,431                                  |
| <b>Income tax expense</b>   | <b>71,865</b>                          | <b>36,786</b>                          |
| Income tax expense is attributable to:  |  |  |
| Profit from continuing operations   | 71,865                                 | 33,812                                 |
| Profit from discontinued operations   | –                                      | 2,974                                  |
| <b>Aggregate income tax expense</b>   | <b>71,865</b>                          | <b>36,786</b>                          |
| Deferred income tax expense included in income tax expense comprises:                   |  |  |
| (Increase)/decrease in deferred tax assets  | (11,847)                               | 6,022                                  |
| Increase/(decrease) in deferred tax liabilities   | –                                      | (11,169)                               |
| <b>Deferred income tax expense included in income tax expense</b>                       | <b>(11,847)</b>                        | <b>(5,147)</b>                         |
| <b>(b) Reconciliation of income tax expense to prima facie tax payable</b>              |  |  |
| Profit from continuing operations before income tax expense                             | 228,521                                | 150,790                                |
| Profit/(loss) from discontinued operations before income tax expense                    | 29,774                                 | (130,433)                              |
| <b>Profit before income tax expense</b>   | <b>258,295</b>                         | <b>20,357</b>                          |
| Tax at the Australian tax rate of 30% (2014: 30%)                                       | 77,489                                 | 6,107                                  |
| Tax effect of amounts which are not deductible/(taxable) in calculating taxable income: |  |  |
| Overseas exempt income and non-creditable taxes   | (8,166)                                | (8,229)                                |
| (Gain)/loss on disposal of subsidiaries   | (8,095)                                | 15,538                                 |
| Impairment (reversal)/loss  | (5,132)                                | 21,768                                 |
| Legal and entertainment costs   | 971                                    | 574                                    |
| Contingent consideration fair value adjustment  | 3,522                                  | –                                      |
| Impact of changes in tax rates and law  | 7,853                                  | –                                      |
| Other non-deductible expenses   | 4,450                                  | 2,595                                  |
| <b>Subtotal</b>   | <b>72,892</b>                          | <b>38,353</b>                          |
| Research and development tax credit   | (2,976)                                | (2,927)                                |
| Previously unrecognised tax losses now recouped to reduce current tax expense           | (6,820)                                | (3,038)                                |
| Deferred tax assets not recoverable   | –                                      | 3,383                                  |
| Current tax losses not recognised   | –                                      | 2,057                                  |
| Difference in overseas tax rates  | 8,440                                  | 2,217                                  |
| Difference in exchange rates on overseas tax rates                                      | (79)                                   | (956)                                  |
| Adjustment in respect of previous years income tax:                                     |  |  |
| Current income tax  | (5,030)                                | 2,431                                  |
| Deferred income tax   | 5,438                                  | (4,734)                                |
| <b>Income tax expense</b>   | <b>71,865</b>                          | <b>36,786</b>                          |
| <b>Average effective tax rate</b>   | <b>27.82%</b>                          | <b>180.70%</b>                         |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 6. Income tax expense continued

|  | Consolidated                           |  |
|--|--|--|
|  | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| <b>(c) Amounts recognised directly in equity</b>   |  |  |
| Aggregate current and deferred tax arising in the reporting period and not recognised in net profit or loss or other comprehensive income but directly credited or (debited) to equity |  |  |
| Net deferred tax – credited/(debited) directly to equity   | 2,345                                  | 3,792                                  |
| Aggregate current and deferred tax arising in the reporting period directly credited or (debited) to equity  | 2,345                                  | 3,792                                  |
| <b>(d) Revenue and capital tax losses</b>  |  |  |
| Unused gross tax losses for which no deferred tax asset has been recognised  | 822                                    | 6,109                                  |
| Unused gross capital tax losses for which no deferred tax asset has been recognised  | 101,266                                | 101,266                                |
|  | 102,088                                | 107,375                                |
| Potential tax benefit  | 30,704                                 | 32,789                                 |
| Unused revenue losses were incurred by Aristocrat Leisure Limited's overseas subsidiaries. All unused capital tax losses were incurred by Australian entities.                         |  |  |
| <b>(e) Unrecognised temporary differences</b>  |  |  |
| Deferred tax assets on general temporary differences   | –                                      | 29,439                                 |
|  | –                                      | 29,439                                 |

Under Australian tax law, the taxable profit made by a tax consolidated group in relation to an entity leaving the group depends on a range of factors, including the tax values and/or carrying values of assets and liabilities of the leaving entity which vary in line with the transactions and events recognised in each entity. The taxable profit or loss ultimately made on the disposal of investments within the tax consolidated group will therefore depend upon when each entity leaves the tax consolidated group and the assets and liabilities that the leaving entity holds at that time.

The Australian tax consolidated group considers the effects of the entities entering or leaving the tax consolidated group to be a change of tax status that is only recognised when those events occur. As a result, temporary differences and deferred tax liabilities have not been measured or recognised in relation to investments within the tax consolidated group.

The deferred tax balances in relation to Aristocrat Leisure Limited's indirect overseas investments have not been recognised. The accounting policy in relation to this is set out in Note 1(f).

### (f) Tax consolidation legislation

Aristocrat Leisure Limited and its wholly-owned Australian controlled entities have implemented tax consolidation legislation as of 1 January 2004. The accounting policy in relation to this legislation is set out in Note 1(g).

On adoption of the tax consolidation legislation, the entities in the tax consolidated group entered into a tax sharing agreement which, in the opinion of the Directors, limits the joint and several liability of the wholly-owned entities in the case of a default by the head entity, Aristocrat Leisure Limited.

The entities have also entered into a tax funding agreement under which the wholly-owned entities fully compensate Aristocrat Leisure Limited for any current tax payable assumed and are compensated by Aristocrat Leisure Limited for any current tax receivable and deferred tax assets relating to unused tax losses or unused tax credits that are transferred to Aristocrat Leisure Limited under the tax consolidation legislation. The funding amounts are determined by reference to the tax funding agreement which applies a group allocation approach, taking into account a combination between the 'stand alone taxpayer' and a 'separate taxpayer within a group' amounts recognised in the wholly-owned entities' financial statements.

The amounts receivable/payable under the tax funding agreement are due upon receipt of the funding advice from the head entity. The head entity may also require payment of interim funding amounts to assist with its obligations to pay tax instalments.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 7. Dividends

|  | Consolidated                           |  |
|--|--|--|
|  | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| <b>Ordinary shares</b>   |  |  |
| <i>Final dividends paid</i>  |  |  |
| - 2014 – 8.0 cents, unfranked, per fully paid share paid on 19 December 2014 | 50,401                                 | –                                      |
| - 2013 – 7.5 cents, unfranked, per fully paid share paid on 20 December 2013 | –                                      | 41,297                                 |
| <i>Interim dividends paid</i>  |  |  |
| - 2015 – 8.0 cents, unfranked, per fully paid share paid on 3 July 2015      | 50,683                                 | –                                      |
| - 2014 – 8.0 cents, unfranked, per fully paid share paid on 27 June 2014     | –                                      | 44,084                                 |
| Total dividends paid and provided during the year                            | 101,084                                | 85,381                                 |
| Dividends paid were satisfied as follows:                                    |  |  |
| Paid in cash   | 101,108                                | 82,534                                 |
| Dividend received by Aristocrat Employee Equity Plan Trust                   | (24)                                   | (82)                                   |
| Paid through the Dividend Reinvestment Plan                                  | –                                      | 2,929                                  |
|  | 101,084                                | 85,381                                 |

### Dividends not recognised at year end

Since the end of the year, the Directors have recommended the payment of a final dividend of 9.0 cents (2014: 8.0 cents) per fully paid ordinary share, unfranked. The aggregate amount of the proposed final dividend expected to be paid on 18 December 2015 out of retained earnings at 30 September 2015, but not recognised as a liability at the end of the year, is \$57,341,000.

|   | Consolidated   |                |
|---|----------------|----------------|
|   | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>Franked dividends</b>  |                |                |
| Estimated franking credits expected to be available for subsequent financial years based on a tax rate of 30% (2014: 30%) | –              | –              |

The above amounts represent the balance of the franking account of the parent entity as at the end of the year, adjusted for:

- franking credits that will arise from the payment of the current tax liability;
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that may be prevented from being distributed in subsequent financial years.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 8. Cash and cash equivalents

|                          | Consolidated   |                |
|--------------------------|----------------|----------------|
|                          | 2015<br>\$'000 | 2014<br>\$'000 |
| Cash at bank and in hand | <b>329,005</b> | 285,929        |

Cash at bank and in hand earns interest at floating rates based on daily bank deposit rates.

#### Risk exposure

The Group's exposure to interest rate risk is discussed in Note 2. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of cash and cash equivalents mentioned above.

### Note 9. Trade and other receivables

#### Current

|   |                 |         |
|---|-----------------|---------|
| Trade receivables                       | <b>404,026</b>  | 297,884 |
| Provision for impairment of receivables | <b>(13,268)</b> | (4,497) |
|   | <b>390,758</b>  | 293,387 |
| Other receivables                       | <b>48,962</b>   | 34,984  |
|   | <b>439,720</b>  | 328,371 |

Current receivables are non-interest bearing and are generally on 30-120 day terms from the date of billing. Some customers may be provided with terms that are longer than this range, based on an assessment of the overall transaction with the customer.

#### Non-current

|                   |               |        |
|-------------------|---------------|--------|
| Trade receivables | <b>79,001</b> | 71,641 |
| Other receivables | <b>7,034</b>  | 3,030  |
|                   | <b>86,035</b> | 74,671 |

#### (a) Trade receivables – current

At year end, the ageing analysis of trade receivables is as follows:

|                          | Total<br>\$'000 | Current<br>\$'000 | 0-30 days<br>\$'000 | 31-60 days<br>\$'000 | 61-90 days<br>\$'000 | 91+ days<br>\$'000 |
|--------------------------|-----------------|-------------------|---------------------|----------------------|----------------------|--------------------|
| <b>2015 Consolidated</b> | <b>404,026</b>  | <b>353,882</b>    | <b>33,406</b>       | <b>4,963</b>         | <b>1,953</b>         | <b>9,822</b>       |
| 2014 Consolidated        | 297,884         | 255,324           | 21,941              | 4,034                | 4,415                | 12,170             |

Amounts shown as current in the above table represent receivables that are within their trading terms. As of 30 September 2015, trade receivables of \$7,250,000 (2014: \$1,966,000) were past due and considered impaired and trade receivables of \$42,894,000 (2014: \$40,594,000) were past due but not impaired. The ageing of past due and not impaired amounts is as follows:

|                          | Total<br>\$'000 | Current<br>\$'000 | 0-30 days<br>\$'000 | 31-60 days<br>\$'000 | 61-90 days<br>\$'000 | 91+ days<br>\$'000 |
|--------------------------|-----------------|-------------------|---------------------|----------------------|----------------------|--------------------|
| <b>2015 Consolidated</b> | <b>42,894</b>   | –                 | <b>33,201</b>       | <b>4,912</b>         | <b>1,823</b>         | <b>2,958</b>       |
| 2014 Consolidated        | 40,594          | –                 | 21,714              | 3,825                | 4,231                | 10,824             |

An assessment of whether trade receivables are likely to be collected is performed at each reporting period, based on the meeting of payment terms, past credit history and negotiations with customers.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 9. Trade and other receivables continued

|   | Consolidated    |                |
|---|-----------------|----------------|
|   | 2015            | 2014           |
|   | \$'000          | \$'000         |
| <b>(a) Trade receivables – current</b> continued                        |                 |                |
| Movements in the provision for impairment of receivables is as follows: |                 |                |
| At start of the year  | (4,497)         | (5,322)        |
| Provision for impairment recognised during the year                     | (8,360)         | (289)          |
| Foreign currency exchange differences                                   | (1,042)         | (332)          |
| Provisions no longer required   | 631             | 1,446          |
| <b>At end of the year</b>   | <b>(13,268)</b> | <b>(4,497)</b> |

The creation and release of the provision for impaired receivables has been included in general and administration costs in the statement of comprehensive income. Amounts charged to the provision account are generally written off when there is no expectation of recovering additional cash. Included in the provision above is \$6,600,000 (2014: \$3,573,000) relating to Latin America trade receivables.

### (b) Trade receivables – non-current

No provision for impairment of receivables has been carried forward against the non-current receivables (2014: \$nil). There are no other non-current receivables that are impaired or past due but not impaired.

### (c) Other receivables – current

These include prepayments and other receivables incurred under normal terms and conditions and which do not earn interest.

### (d) Other receivables – non-current

These include long-term deposits and prepayments and other receivables incurred under normal terms and conditions and which do not earn interest.

### (e) Fair value risk – current

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

### (f) Fair value – non-current

The fair values of non-current receivables approximate their discounted carrying values, which are discounted to present value.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 9. Trade and other receivables continued

#### (g) Interest rate and foreign currency risk

The carrying amounts of the Group's current and non-current receivables are denominated in the following currencies:

|                         | Consolidated   |                |
|-------------------------|----------------|----------------|
|                         | 2015<br>\$'000 | 2014<br>\$'000 |
| US dollars              | 352,154        | 239,542        |
| Australian dollars      | 137,901        | 123,691        |
| Other <sup>(1)</sup>    | 35,700         | 39,809         |
|                         | 525,755        | 403,042        |
| Current receivables     | 439,720        | 328,371        |
| Non-current receivables | 86,035         | 74,671         |
|                         | 525,755        | 403,042        |

(1) Other refers to a basket of currencies (Japanese Yen, Euro, South African Rand, New Zealand Dollars).

Details regarding interest rate and foreign exchange risk exposure are disclosed in Note 2(a)(i) and (ii).

#### (h) Credit risk

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to Note 2 for more information on the risk management policy of the Group. The Group holds guarantees over the debts of certain customers. The value of debtor balances over which guarantees are held is detailed below:

|   | Consolidated   |                |
|---|----------------|----------------|
|   | 2015<br>\$'000 | 2014<br>\$'000 |
| Trade receivables <sup>(2)</sup> with guarantees    | 14,265         | 11,426         |
| Trade receivables <sup>(2)</sup> without guarantees | 455,494        | 353,602        |
|   | 469,759        | 365,028        |

(2) Includes current and non-current trade receivables, net of provision for impairment of receivables.

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## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 9. Trade and other receivables *continued*

#### (i) Leasing arrangements

Included in trade receivables are receivables from gaming machines that have been sold under finance lease arrangements. The lease payments receivable under these contracts are as follows:

|  | Consolidated |        |
|--|--------------|--------|
|  | 2015         | 2014   |
|  | \$'000       | \$'000 |
| Minimum lease payments under finance leases are receivable as follows: |              |        |
| Within one year  | 9,372        | 8,435  |
| Later than one year but not later than five years                      | 4,577        | 2,134  |
| Gross investment in leases   | 13,949       | 10,569 |
| Unearned finance income  |              |        |
| Within one year  | 227          | 532    |
| Later than one year but not later than five years                      | 449          | 601    |
|  | 676          | 1,133  |
| The present value of minimum lease payments is as follows:             |              |        |
| Within one year  | 9,145        | 7,903  |
| Later than one year but not later than five years                      | 4,128        | 1,533  |
|  | 13,273       | 9,436  |
| Lease receivables are classified as follows:                           |              |        |
| Current  | 9,145        | 7,903  |
| Non-current  | 4,128        | 1,533  |
|  | 13,273       | 9,436  |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 10. Inventories

|  | Consolidated   |                |
|--|----------------|----------------|
|  | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>Current</b>                                   |                |                |
| Raw materials and stores – at cost               | 85,118         | 83,488         |
| Provision for obsolescence and impairment losses | (34,502)       | (39,874)       |
|  | 50,616         | 43,614         |
| Work in progress – at cost                       | 6,920          | 4,979          |
| Finished goods – at cost                         | 43,631         | 27,810         |
| Provision for obsolescence and impairment losses | (3,511)        | (2,560)        |
|  | 40,120         | 25,250         |
| Inventory in transit – at cost                   | 4,537          | 1,997          |
|  | 102,193        | 75,840         |

#### Inventory expense

Inventories recognised as an expense during the year ended 30 September 2015 amounted to \$317,240,000 (2014: \$205,169,000).

### Note 11. Financial assets and financial liabilities

|                                  | 2015<br>\$'000 | 2014<br>\$'000 |
|----------------------------------|----------------|----------------|
| <b>Financial assets</b>          |                |                |
| <b>Current</b>                   |                |                |
| Debt securities held-to-maturity | 10,082         | 7,681          |
| Derivatives used for hedging     | –              | 659            |
|                                  | 10,082         | 8,340          |
| <b>Non-current</b>               |                |                |
| Debt securities held-to-maturity | 4,323          | 4,527          |
| Other investments                | 3,422          | –              |
|                                  | 7,745          | 4,527          |

#### Impairment and risk exposure – held-to-maturity investments

The maximum exposure to credit risk at the reporting date is the carrying amount of the investments. None of the held-to-maturity investments are either past due or impaired.

All held-to-maturity investments are denominated in US dollars. Details regarding interest rate and foreign exchange risk exposure are disclosed in Note 2. There is also no exposure to price risk as the investments will be held to maturity.

|   | Notes | 2015<br>\$'000 | 2014<br>\$'000 |
|---|-------|----------------|----------------|
| <b>Financial liabilities</b>                    |       |                |                |
| <b>Current</b>                                  |       |                |                |
| Derivatives used for hedging                    |       | 331            | –              |
| <b>Non-current</b>                              |       |                |                |
| Interest rate swap contracts – cash flow hedges |       | 8,212          | –              |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 12. Other assets

|                              | Notes | Consolidated   |                |
|------------------------------|-------|----------------|----------------|
|                              |       | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>Current</b>               |       |                |                |
| Intellectual property rights | 1(n)  | 237            | 2,026          |
| Other current assets         |       | 1,927          | –              |
|                              |       | <b>2,164</b>   | <b>2,026</b>   |

## Note 13. Property, plant and equipment

|  | 2015<br>\$'000 | 2014<br>\$'000 |
|--|----------------|----------------|
| <b>Land and buildings</b>                      |                |                |
| Land and buildings – at cost                   | 16,633         | 13,727         |
| Leasehold improvements – at cost               | 53,848         | 34,889         |
| Accumulated amortisation and impairment losses | (25,675)       | (22,183)       |
|  | <b>28,173</b>  | <b>12,706</b>  |
| Total land and buildings                       | <b>44,806</b>  | <b>26,433</b>  |
| <b>Plant and equipment</b>                     |                |                |
| Plant and equipment owned – at cost            | 386,368        | 254,354        |
| Accumulated depreciation and impairment losses | (227,718)      | (159,351)      |
| Total plant and equipment                      | <b>158,650</b> | <b>95,003</b>  |
|  | <b>203,456</b> | <b>121,436</b> |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 13. Property, plant and equipment *continued*

#### Reconciliations

Reconciliations of the carrying amounts of each class of property, plant and equipment at the beginning and end of the current financial year are set out below:

|   | Land and<br>buildings<br>\$'000 | Leasehold<br>improve-<br>ments<br>\$'000 | Plant and<br>equipment<br>\$'000 | Total<br>\$'000 |
|---|---------------------------------|--|----------------------------------|-----------------|
| <b>Consolidated</b>   |                                 |  |                                  |                 |
| Carrying amount at 1 October 2013   | 13,567                          | 15,053                                   | 78,293                           | 106,913         |
| Additions   | 49                              | 995                                      | 68,460                           | 69,504          |
| Disposals   | –                               | (149)                                    | (120)                            | (269)           |
| Impairment losses   | –                               | (226)                                    | (2,703)                          | (2,929)         |
| Transfers   | (17)                            | (239)                                    | (15,411)                         | (15,667)        |
| Depreciation and amortisation – continuing operations                             | (695)                           | (2,565)                                  | (35,877)                         | (39,137)        |
| Depreciation and amortisation – discontinued operations                           | –                               | –  | (819)                            | (819)           |
| Foreign currency exchange differences   | 823                             | (163)                                    | 3,180                            | 3,840           |
| <b>Carrying amount at 30 September 2014</b>                                       | <b>13,727</b>                   | <b>12,706</b>                            | <b>95,003</b>                    | <b>121,436</b>  |
| Additions   | <b>412</b>                      | <b>669</b>                               | <b>119,288</b>                   | <b>120,369</b>  |
| Additions from acquisitions   | –                               | <b>14,994</b>                            | <b>33,217</b>                    | <b>48,211</b>   |
| Assets included in disposal group classified as held for sale and other disposals | <b>(17)</b>                     | <b>(56)</b>                              | <b>(927)</b>                     | <b>(1,000)</b>  |
| Impairment losses   | –                               | <b>46</b>                                | <b>(4,145)</b>                   | <b>(4,099)</b>  |
| Transfers   | –                               | –  | <b>(36,812)</b>                  | <b>(36,812)</b> |
| Depreciation and amortisation – continuing operations                             | <b>(830)</b>                    | <b>(4,050)</b>                           | <b>(79,262)</b>                  | <b>(84,142)</b> |
| Depreciation and amortisation – discontinued operations                           | –                               | –  | <b>(394)</b>                     | <b>(394)</b>    |
| Foreign currency exchange differences   | <b>3,341</b>                    | <b>3,864</b>                             | <b>32,682</b>                    | <b>39,887</b>   |
| <b>Carrying amount at 30 September 2015</b>                                       | <b>16,633</b>                   | <b>28,173</b>                            | <b>158,650</b>                   | <b>203,456</b>  |

Transfers in the table above predominantly relate to gaming operations assets that have been transferred to inventory after being returned, or have been sold to customers.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 14. Deferred tax assets and liabilities

|   | Consolidated   |                |
|---|----------------|----------------|
|   | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>The balance comprises temporary differences attributable to:</b> |                |                |
| <b>Gross deferred tax assets</b>                                    |                |                |
| Employee benefits   | 25,842         | 11,563         |
| Accruals and other provisions                                       | 18,003         | 8,310          |
| Provision for stock obsolescence                                    | 13,141         | 8,240          |
| Financial liabilities   | 3,019          | –              |
| Share based equity  | 4,758          | 9,616          |
| Unrealised foreign exchange losses                                  | 14,170         | 2,031          |
| Tax losses  | 2,185          | 34,378         |
| Other   | 18,744         | 10,290         |
| <b>Gross deferred tax assets</b>                                    | <b>99,862</b>  | <b>84,428</b>  |
| Set-off of deferred tax liabilities pursuant to set-off provisions: |                |                |
| Plant, equipment and intangible assets                              | (18,528)       | (4,311)        |
| Subtotal  | 81,334         | 80,117         |
| Deferred tax assets on entity held for sale                         | (151)          | –              |
| <b>Net deferred tax assets</b>                                      | <b>81,183</b>  | <b>80,117</b>  |
| <b>Movements</b>  |                |                |
| Balance at start of year  | 80,117         | 75,001         |
| Credited to profit and loss   | 11,847         | 5,147          |
| Credited to other comprehensive income                              | 15,554         | –              |
| Credited directly to equity   | 2,345          | 3,792          |
| Tax losses utilised   | (32,299)       | (3,372)        |
| Tax losses recognised   | 101            | –              |
| Deferred tax liability on disposal of subsidiary                    | –              | 1,058          |
| Other deferred tax liabilities                                      | –              | (2,170)        |
| Deferred tax assets on entity held for sale                         | (151)          | –              |
| Foreign exchange currency movements                                 | 3,669          | 661            |
| Closing balance at year end   | 81,183         | 80,117         |
| Net deferred tax assets to be utilised within 12 months             | 94,178         | 76,239         |
| Net deferred tax assets to be utilised after more than 12 months    | (12,995)       | 3,878          |
|   | 81,183         | 80,117         |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 15. Intangible assets

|  | Consolidated   |                |
|--|----------------|----------------|
|  | 2015<br>\$'000 | 2014<br>\$'000 |
| Goodwill                                       | 1,088,974      | 94,026         |
| Customer relationships and contracts           | 703,138        | –              |
| Accumulated amortisation                       | (44,372)       | –              |
|  | 658,766        | –              |
| Tradenames and game names                      | 29,387         | –              |
| Accumulated amortisation                       | (738)          | –              |
|  | 28,649         | –              |
| Intellectual property and licences             | 11,554         | 9,328          |
| Accumulated amortisation and impairment losses | (2,294)        | (6,418)        |
|  | 9,260          | 2,910          |
| Capitalised development costs                  | 16,087         | 14,944         |
| Accumulated amortisation                       | (4,625)        | (510)          |
|  | 11,462         | 14,434         |
| Technology and software                        | 200,410        | 60,375         |
| Accumulated amortisation and impairment losses | (55,680)       | (41,284)       |
|  | 144,730        | 19,091         |
| Total  | 1,941,841      | 130,461        |

Capitalised development costs are costs incurred on internal development projects where the criteria in Note 1(s)(iv) are met.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 15. Intangible assets continued

|  | Goodwill<br>\$'000 | Customer<br>relationships<br>and<br>contracts<br>\$'000 | Tradenname<br>and game<br>names<br>\$'000 | Intellectual<br>property<br>and<br>licences<br>\$'000 | Capitalised<br>development<br>costs<br>\$'000 | Technology<br>and<br>software<br>\$'000 | Total<br>\$'000  |
|--|--------------------|---|---|---|---|---|------------------|
| <b>Consolidated</b>  |                    |   |   |   |   |   |                  |
| Carrying amount<br>at 1 October 2013                                   | 106,122            | –   | –   | 9,394   | 7,269   | 28,343                                  | 151,128          |
| Additions  | 12,586             | –   | –   | 565   | 14,802  | 4,411                                   | 32,364           |
| Disposals  | (32,399)           | –   | –   | –   | (2,088)                                       | (6,968)                                 | (41,455)         |
| Impairment losses  | –                  | –   | –   | (5,602)   | (4,397)                                       | (145)                                   | (10,144)         |
| Transfers  | –                  | –   | –   | (1,143)   | –   | –                                       | (1,143)          |
| Amortisation<br>charge – continuing<br>operations                      | –                  | –   | –   | (298)   | (510)   | (3,299)                                 | (4,107)          |
| Amortisation<br>charge –<br>discontinued<br>operations                 | –                  | –   | –   | –   | (642)   | (3,720)                                 | (4,362)          |
| Foreign currency<br>exchange<br>movements                              | 7,717              | –   | –   | (6)   | –   | 469                                     | 8,180            |
| <b>Carrying amount<br/>at 30 September<br/>2014</b>                    | <b>94,026</b>      | <b>–</b>  | <b>–</b>                                  | <b>2,910</b>  | <b>14,434</b>                                 | <b>19,091</b>                           | <b>130,461</b>   |
| Additions  | –                  | –   | –   | <b>2,591</b>  | <b>2,587</b>                                  | <b>14,241</b>                           | <b>19,419</b>    |
| Additions on<br>acquisition of<br>subsidiaries                         | <b>783,884</b>     | <b>561,773</b>  | <b>23,478</b>                             | –   | –   | <b>112,036</b>                          | <b>1,481,171</b> |
| Transfers  | <b>(8,264)</b>     | –   | –   | <b>8,264</b>  | –   | –                                       | –                |
| Assets included<br>in disposal group<br>classified as held<br>for sale | <b>(468)</b>       | –   | –   | –   | –   | –                                       | <b>(468)</b>     |
| Impairment losses  | –                  | –   | –   | <b>(2,533)</b>  | –   | –                                       | <b>(2,533)</b>   |
| Amortisation<br>charge – continuing<br>operations                      | –                  | <b>(40,541)</b>   | <b>(674)</b>                              | <b>(2,408)</b>  | <b>(5,559)</b>                                | <b>(28,060)</b>                         | <b>(77,242)</b>  |
| Amortisation<br>charge –<br>discontinued<br>operations                 | –                  | –   | –   | –   | –   | <b>(29)</b>                             | <b>(29)</b>      |
| Foreign currency<br>exchange<br>movements                              | <b>219,796</b>     | <b>137,534</b>  | <b>5,845</b>                              | <b>436</b>  | –   | <b>27,451</b>                           | <b>391,062</b>   |
| <b>Carrying amount<br/>at 30 September<br/>2015</b>                    | <b>1,088,974</b>   | <b>658,766</b>  | <b>28,649</b>                             | <b>9,260</b>  | <b>11,462</b>                                 | <b>144,730</b>                          | <b>1,941,841</b> |

The intangible assets of the Group increased primarily as a result of the acquisition of Video Gaming Technologies Inc. Refer to Note 35 for further information on this acquisition.

The tradenname acquired which has a carrying value of \$17,689,000 at 30 September 2015 has an indefinite useful life. The factors that determined that this asset had an indefinite useful life included the history of the business and tradenname, the market position, stability of the industry and the expected usage.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 15. Intangible assets continued

### (a) Impairment tests

Goodwill and other intangibles are allocated to the Group's cash-generating units ('CGUs') which are identified as the geographical business units within each segment.

A summary of the goodwill allocation by CGU is presented below:

|                          | 2015<br>\$'000 | 2014<br>\$'000 |
|--------------------------|----------------|----------------|
| Americas (excluding VGT) | 81,295         | 73,139         |
| Product Madness          | 25,502         | 20,426         |
| South Africa             | –              | 461            |
| VGT                      | 982,177        | –              |
|                          | 1,088,974      | 94,026         |

In the years ended 30 September 2015 and 30 September 2014, the recoverable amounts of the Group's CGUs were determined based upon a value-in-use calculation.

Goodwill of \$468,000 relating to South Africa forms part of the assets classified as held for sale in the statement of financial position.

### (b) Key assumptions used for value-in-use calculations

A discounted cash flow model has been used based on operating and investing cash flows (before borrowing costs and tax impacts) in valuing the Group's CGUs that contain intangible assets. The following inputs and assumptions have been adopted:

1. Financial budgets and strategic plans, approved by the Board to 2016 and management projections from 2017 to 2020. These projections, which include projected revenues, gross margins and expenses, have been determined based on past performance and management expectations for the future. Expected market conditions in which each CGU operates have been taken into account in the projections. Refer below for terminal growth rates used for each CGU.
2. A pre-tax annual discount rate of:

|                          | 2015           | 2014           |
|--------------------------|----------------|----------------|
| Americas (excluding VGT) | 14.5%          | 14.6%          |
| Product Madness          | 14.3%          | 14.6%          |
| VGT                      | 9.8%           | Not applicable |
| Japan                    | Not applicable | 16.4%          |

3. A terminal growth rate, which does not exceed the long-term average growth rate for the gaming industry in the regions:

|                          | 2015           | 2014           |
|--------------------------|----------------|----------------|
| Americas (excluding VGT) | 3.0%           | 3.0%           |
| Product Madness          | 3.0%           | 3.0%           |
| VGT                      | 2.0%           | Not applicable |
| Japan                    | Not applicable | 2.0%           |

4. An allocation of head office assets.

In the 2014 year, following a review of impairment calculations for the Japan Pachislot business, an impairment loss before tax of \$72,560,000 was recorded, and non-recoverable deferred tax assets of \$5,440,000, recorded as a tax expense.

### (c) Impact of possible changes in key assumptions

With regard to the assessment of the value-in-use of the CGUs, management does not believe that a reasonably possible change in any one of the key assumptions would cause the carrying values of the CGUs to materially exceed their recoverable amounts.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 16. Trade and other payables

|   | Consolidated   |                |
|---|----------------|----------------|
|   | 2015           | 2014           |
|   | \$'000         | \$'000         |
| <b>Current</b>  |                |                |
| Trade payables  | 107,134        | 65,661         |
| Contingent consideration  | 17,142         | 6,253          |
| Deferred consideration  | 24,964         | –              |
| Other payables  | 212,146        | 104,260        |
|   | <b>361,386</b> | <b>176,174</b> |
| <b>Non-current</b>  |                |                |
| Contingent consideration  | –              | 6,383          |
| Deferred consideration  | 43,228         | –              |
| Other payables  | –              | 571            |
|   | <b>43,228</b>  | <b>6,954</b>   |
| <b>(a) Foreign currency risk</b>  |                |                |
| The carrying amounts of the Group's payables are denominated in the following currencies: |                |                |
| US dollars  | 301,533        | 100,077        |
| Australian dollars  | 94,628         | 63,974         |
| Other <sup>(1)</sup>  | 8,453          | 19,077         |
|   | <b>404,614</b> | <b>183,128</b> |

(1) Other refers to a basket of currencies (Japanese Yen, Euro, South African Rand, New Zealand Dollars).

### (b) Fair value

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 17. Borrowings

|                    | Notes | Consolidated     |                |
|--------------------|-------|------------------|----------------|
|                    |       | 2015<br>\$'000   | 2014<br>\$'000 |
| <b>Current</b>     |       |                  |                |
| <b>Secured</b>     |       |                  |                |
| Bank loans         |       | –                | 114,260        |
| Lease liabilities  |       | 124              | 124            |
|                    |       | <b>124</b>       | <b>114,384</b> |
| <b>Non-current</b> |       |                  |                |
| <b>Secured</b>     |       |                  |                |
| Bank loans         |       | 1,779,207        | –              |
| Lease liabilities  |       | 301              | 243            |
|                    |       | <b>1,779,508</b> | <b>243</b>     |

### (a) Financing arrangements

Unrestricted access was available at balance date to the following lines of credit:

#### Credit standby arrangements

|                          |       |                  |                |
|--------------------------|-------|------------------|----------------|
| Total facilities         |       |                  |                |
| – Bank overdrafts        | (i)   | 7,853            | 7,285          |
| – Bank loans             | (ii)  | 1,879,207        | 375,000        |
| – Other                  | (iii) | –                | 10,000         |
|                          |       | <b>1,887,060</b> | <b>392,285</b> |
| Used at reporting date   |       |                  |                |
| – Bank overdrafts        |       | –                | 576            |
| – Bank loans             |       | 1,779,207        | 114,260        |
| – Other                  |       | –                | –              |
|                          |       | <b>1,779,207</b> | <b>114,836</b> |
| Unused at reporting date |       |                  |                |
| – Bank overdrafts        |       | 7,853            | 6,709          |
| – Bank loans             |       | 100,000          | 260,740        |
| – Other                  |       | –                | 10,000         |
|                          |       | <b>107,853</b>   | <b>277,449</b> |

(i) The bank overdraft facilities (\$5,000,000 and US\$2,000,000) are subject to annual review.

(ii) The bank loan facilities were structured as follows:

#### Syndicated Facilities

- US \$1,270 million fully underwritten 7 year US Term Loan B debt facility maturing 20 October 2021.
- AUD \$100 million 5 year Revolving facility maturing 20 October 2019.

These facilities are provided by a syndicate of banks and financial institutions. These secured facilities are supported by guarantees from certain members of the Company's wholly owned subsidiaries and impose various affirmative and negative covenants on the Company, including restrictions on encumbrances, and customary events of default. As part of the corporate facility, the Group is subject to certain customary financial covenants measured on a six-monthly basis.

Borrowings are at a floating rate with a 1% LIBOR floor as specified in the Term Loan B Syndicated Facility Agreement. A portion of the interest rate exposure has been fixed under separate interest rate swap arrangements.

(iii) Other facilities relate to an uncommitted money market borrowing line with Westpac Banking Corporation.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 17. Borrowings continued

### (b) Forward exchange contracts

The Group enters into derivatives in the form of forward exchange contracts to hedge foreign currency denominated receivables and also to manage the purchase of foreign currency denominated inventory and capital items. The following table provides information as at 30 September 2015 on the net fair value of the Group's existing foreign exchange hedge contracts:

| Currency pair | Weighted average exchange rate | Maturity profile <sup>(1)</sup> |                       | Net fair value gain/ (loss) <sup>2</sup> \$'000 |
|---------------|--------------------------------|---------------------------------|-----------------------|---|
|               |                                | 1 year or less \$'000           | 1 to 7 year(s) \$'000 |   |
| AUD/EUR       | 0.6276                         | 18,324                          | –                     | (478)   |
| AUD/USD       | 0.6958                         | 44,554                          | –                     | 140   |
| AUD/ZAR       | 9.6500                         | 466                             | –                     | 7   |
| Total         |                                | 63,344                          | –                     | (331)   |

(1) The foreign base amounts are converted at the prevailing period end exchange rate to AUD equivalents.

(2) The net fair value of the derivatives above is included in receivables/(payables).

### (c) Net fair value of financial assets and liabilities

#### (i) On-statement of financial position

The fair value of current borrowings approximates the carrying amount. The fair value of non-current borrowings also approximates the carrying value given that the USD borrowing is a floating rate.

#### (ii) Off-statement of financial position

At 30 September 2015, there were no off-statement of financial position financial assets or liabilities, other than those potential liabilities which may arise from certain contingencies disclosed in Note 24.

### (d) Foreign currency risk

The carrying amounts of the Group's borrowings are denominated in the following currencies:

|                    | Consolidated |             |
|--------------------|--------------|-------------|
|                    | 2015 \$'000  | 2014 \$'000 |
| US dollars         | 1,779,632    | 114,260     |
| Australian dollars | –            | 280         |
| Japanese yen       | –            | 87          |
|                    | 1,779,632    | 114,627     |

For an analysis of the sensitivity of borrowings to interest rate and foreign exchange risk, refer to Note 2.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 18. Provisions

|                                 | Notes | Consolidated   |                |
|---------------------------------|-------|----------------|----------------|
|                                 |       | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>Current</b>                  |       |                |                |
| Employee benefits               | 1(x)  | 10,515         | 9,740          |
| Make good allowances            | 1(w)  | 128            | –              |
| Progressive jackpot liabilities | 1(w)  | 17,431         | 5,467          |
| Warranties                      | 1(w)  | 50             | 374            |
| Onerous contracts               | 1(w)  | –              | 32,410         |
|                                 |       | <b>28,124</b>  | <b>47,991</b>  |
| <b>Non-current</b>              |       |                |                |
| Employee benefits               | 1(x)  | 1,812          | 4,767          |
| Make good allowances            | 1(w)  | 8,550          | 3,867          |
| Progressive jackpot liabilities | 1(w)  | 4,324          | 4,528          |
|                                 |       | <b>14,686</b>  | <b>13,162</b>  |

#### Movements in provisions

Movements in each class of provision during the financial year, other than employee benefits, are set out below:

|  | Make good<br>allowances<br>\$'000 | Progressive<br>jackpot<br>liabilities<br>\$'000 | Warranties<br>\$'000 | Onerous<br>contracts<br>\$'000 | Total<br>\$'000 |
|--|-----------------------------------|---|----------------------|--------------------------------|-----------------|
| Consolidated – current and non-current                             |                                   |   |                      |                                |                 |
| Carrying amount at 1 October 2014                                  | 3,867                             | 9,995   | 374                  | 32,410                         | 46,646          |
| Payments   | –                                 | (2,302)   | –                    | (11,800)                       | (14,102)        |
| Acquisition of subsidiary  | 3,419                             | –   | –                    | –                              | 3,419           |
| Additional provisions recognised                                   | 680                               | 11,578  | 142                  | 5,900                          | 18,300          |
| Assets included in a disposal group<br>classified as held for sale | –                                 | –   | (193)                | –                              | (193)           |
| Disposal of subsidiaries   | (140)                             | –   | –                    | (25,100)                       | (25,240)        |
| Reversal of provisions recognised                                  | –                                 | –   | (285)                | (2,600)                        | (2,885)         |
| Foreign currency exchange differences                              | 852                               | 2,484   | 12                   | 1,190                          | 4,538           |
| <b>Carrying amount at<br/>30 September 2015</b>                    | <b>8,678</b>                      | <b>21,755</b>                                   | <b>50</b>            | <b>–</b>                       | <b>30,483</b>   |

### Note 19. Other liabilities

|                               | Consolidated   |                |
|-------------------------------|----------------|----------------|
|                               | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>Current</b>                |                |                |
| Deferred revenue              | 40,063         | 33,128         |
| <b>Non-current</b>            |                |                |
| Deferred revenue              | 9,320          | 6,262          |
| Other non-current liabilities | 3,995          | 8,331          |
|                               | <b>13,315</b>  | <b>14,593</b>  |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 20. Contributed equity

|   | Notes | Consolidated       |                | Consolidated   |                |
|---|-------|--------------------|----------------|----------------|----------------|
|   |       | 2015<br>Shares     | 2014<br>Shares | 2015<br>\$'000 | 2014<br>\$'000 |
| Ordinary shares, fully paid                                   |       | <b>637,119,632</b> | 630,022,253    | <b>693,834</b> | 641,603        |
| <b>Movements in ordinary share capital</b>                    |       |                    |                |                |                |
| Ordinary shares at the beginning of the year                  | (a)   | <b>630,022,253</b> | 551,418,047    | <b>641,603</b> | 233,137        |
| Shares issued during the year                                 |       | <b>7,097,379</b>   | 78,604,206     | <b>52,231</b>  | 413,463        |
| Less: Transaction costs arising on shares issued (net of tax) |       | -                  | -              | -              | (4,997)        |
| Ordinary shares at the end of the financial year              |       | <b>637,119,632</b> | 630,022,253    | <b>693,834</b> | 641,603        |

### (a) Ordinary shares

Ordinary shares have no par value and entitle the holder to participate in dividends and the winding up of the Company in proportion to the number of, and amounts paid on, the shares held. Holders of ordinary shares are entitled to one vote per share at meetings of the Company.

There is no current on-market buy back.

### (b) Capital management

The Group's overall strategic capital management objective is to maintain a funding structure, which provides sufficient flexibility to fund the operational demands of the business and to underwrite any strategic opportunities.

The Group has managed its capital through interest and debt coverage ratios as follows:

|   | 2015        | 2014   |
|---|-------------|--------|
| Gross debt/bank EBITDA*                                   | <b>3.1X</b> | 0.5X   |
| Net debt/(cash)/bank EBITDA*                              | <b>2.6X</b> | (0.8)X |
| Interest coverage ratio (bank EBITDA*/interest expense**) | <b>7.4X</b> | 16.9X  |

\* Bank EBITDA refers to Consolidated EBITDA for the Group as defined in Aristocrat's Syndicated Facility Agreement for 2015 and other credit agreements for 2014. Bank EBITDA and interest for the period ended 30 September 2015 is calculated on a pro forma basis assuming a full year of ownership of VGT.

\*\* Interest expense includes ongoing finance fees relating to bank debt facility arrangements, such as line fees.

## Note 21. Reserves and retained earnings

|                                      | Notes | Consolidated    |                |
|--------------------------------------|-------|-----------------|----------------|
|                                      |       | 2015<br>\$'000  | 2014<br>\$'000 |
| <b>(a) Reserves</b>                  |       |                 |                |
| Foreign currency translation reserve | (i)   | <b>62,795</b>   | (51,290)       |
| Share-based payments reserve         | (ii)  | <b>(34,891)</b> | 235            |
| Interest rate hedge reserve          | (iii) | <b>(5,193)</b>  | -              |
| Non-controlling interest reserve     | (iv)  | <b>(7,050)</b>  | (7,050)        |
|                                      |       | <b>15,661</b>   | (58,105)       |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 21. Reserves and retained earnings continued

|  | Notes | Consolidated   |                |
|--|-------|----------------|----------------|
|  |       | 2015<br>\$'000 | 2014<br>\$'000 |
| <b>(i) Foreign currency translation reserve</b>  |       |                |                |
| The foreign currency translation reserve records the foreign currency exchange differences arising from the translation of foreign operations, the translation of transactions that hedge the Company's net investment in a foreign operation or the translation of foreign currency monetary items forming part of the net investment in foreign operations. Refer to Note 1(d)(iii). |       |                |                |
| Foreign currency translation reserve at the beginning of the financial year  |       | (51,290)       | (73,305)       |
| Realised exchange differences on net investment in foreign operation   | 36    | 7,170          | 10,299         |
| Net exchange differences on translation of foreign operations – discontinued operation   |       | (282)          | 2,556          |
| Net exchange differences on translation of foreign operations and net investment in foreign operations – continuing operations   |       | 136,446        | 9,160          |
| Net investment hedge   |       | (41,784)       | –              |
| Deferred tax on net investment hedge   |       | 12,535         | –              |
| Foreign currency translation reserve at the end of the financial year  |       | 62,795         | (51,290)       |
| <b>(ii) Share-based payments reserve</b>   |       |                |                |
| The share-based payments reserve is used to recognise the fair value of all shares, options and rights both issued and issued but not exercised under the various employee share plans, as well as purchases of shares by the Aristocrat Employee Share Trust.   |       |                |                |
| Share-based payments reserve at the beginning of the financial year  |       | 235            | (4,780)        |
| Share-based payments expense   |       | 16,293         | 8,506          |
| Issues of shares to and purchases of shares by the Aristocrat Employee Share Trust   |       | (54,455)       | (5,083)        |
| Share-based tax and other adjustments  |       | 3,036          | 1,592          |
| Net movement in share-based payments reserve   |       | (35,126)       | 5,015          |
| Share-based payments reserve at the end of the financial year  |       | (34,891)       | 235            |
| <b>(iii) Interest rate hedge reserve</b>   |       |                |                |
| The interest rate hedge reserve is used to record gains or losses on interest rate hedges that are recognised in other comprehensive income.   |       |                |                |
| Interest rate hedge reserve at the beginning of the year   |       | –              | –              |
| Movement in fair value of interest rate hedges   |       | (8,212)        | –              |
| Deferred tax   |       | 3,019          | –              |
| Interest rate hedge reserve at the end of the financial year   |       | (5,193)        | –              |
| <b>(iv) Non-controlling interest reserve</b>   |       |                |                |
| The non-controlling interest reserve is used to record transactions with non-controlling interests that do not result in the loss of control.  |       |                |                |
| Non-controlling interest reserve at the beginning of the year  |       | (7,050)        | –              |
| Transactions with non-controlling interests during the year  | 30    | –              | (7,050)        |
| Non-controlling interest reserve at the end of the financial year  |       | (7,050)        | (7,050)        |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 21. Reserves and retained earnings continued

|  | Notes | Consolidated<br>2015<br>\$'000 | 2014<br>\$'000 |
|--|-------|--------------------------------|----------------|
| <b>(b) Retained earnings</b>   |       |                                |                |
| Retained earnings at the beginning of the financial year               |       | 122,582                        | 224,392        |
| Net profit/(loss) attributable to owners of Aristocrat Leisure Limited |       | 186,430                        | (16,429)       |
| Dividends paid or provided for   | 7     | (101,084)                      | (85,381)       |
| Retained earnings at the end of the year                               |       | 207,928                        | 122,582        |

## Note 22. Net tangible assets per share

|                               |          |        |
|-------------------------------|----------|--------|
| Net tangible assets per share | \$(1.61) | \$0.91 |
|-------------------------------|----------|--------|

A large proportion of the Group's assets are intangible in nature, including goodwill and identifiable intangible assets relating to businesses acquired. These assets are excluded from the calculation of net tangible assets per share, which results in a negative amount.

Net assets per share at 30 September 2015 were \$1.44 (2014: \$1.12).

## Note 23. Events occurring after reporting date

There has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial reporting periods.

Refer to Note 7 for information regarding dividends declared after reporting date.

## Note 24. Contingent liabilities

The Group and parent entity have contingent liabilities at 30 September 2015 in respect of the following matters:

- (i) a contingent liability may exist in relation to certain guarantees and indemnities given in the ordinary course of business by the Group;
- (ii) controlled entities within the Group are and become parties to various legal actions in the ordinary course of business and from time to time. The Directors consider that any liabilities arising from this type of legal action are unlikely to have a material adverse effect on the Group;
- (iii) controlled entities within the Group are and become parties to various legal actions concerning intellectual property claims. Intellectual property claims can include challenges to the Group's patents on various products or processes and/or assertions of infringement of third party patents.

Most intellectual property claims involve highly complex issues. Often, these issues are subject to substantial uncertainties and therefore the probability of damages, if any, being sustained and an estimate of the amount of damages is difficult to ascertain. Based on the information currently available, the Directors consider that current claims are unlikely to have a material adverse effect on the Group; and

- (iv) Aristocrat Leisure Limited, Aristocrat International Pty Ltd, Aristocrat Technologies Australia Pty Ltd, Aristocrat (Asia) Pty Limited and Aristocrat (Macau) Pty Limited are parties to a deed of cross guarantee which has been lodged with and approved by the Australian Securities and Investments Commission as discussed in Note 33.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 25. Commitments

|   | Consolidated |        |
|---|--------------|--------|
|   | 2015         | 2014   |
|   | \$'000       | \$'000 |
| <b>Capital commitments</b>  |              |        |
| Significant capital expenditure contracted for at the reporting date but not recognised as liabilities is as follows: |              |        |
| Intangible assets – technology and software   | 2,590        | 1,099  |
| Property, plant and equipment   | 1,520        | –      |
| <b>Lease commitments</b>  |              |        |
| <b>Non-cancellable operating leases</b>   |              |        |
| The Group leases various offices and plant and equipment under non-cancellable operating leases.                      |              |        |
| Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:        |              |        |
| Within one year   | 20,988       | 16,054 |
| Later than one year but not later than five years   | 62,406       | 48,446 |
| Later than five years   | 23,531       | 15,855 |
| Commitments not recognised in the financial statements  | 106,925      | 80,355 |
| <b>Sub-lease payments</b>   |              |        |
| Future minimum lease payments expected to be received in relation to non-cancellable sub-leases of operating leases   | 7,122        | 8,272  |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 26. Subsidiaries

|   | Notes | Country of incorporation | Equity holding |        |
|---|-------|--------------------------|----------------|--------|
|   |       |                          | 2015 %         | 2014 % |
| <b>Ultimate parent entity</b>                               |       |                          |                |        |
| Aristocrat Leisure Limited                                  |       | Australia                | –              | –      |
| <b>Controlled entities</b>                                  |       |                          |                |        |
| Aristocrat Technical Services Pty Ltd                       |       | Australia                | 100            | 100    |
| Aristocrat Properties Pty Ltd                               |       | Australia                | 100            | 100    |
| Aristocrat (Holdings) Pty Ltd                               |       | Australia                | 100            | 100    |
| Aristocrat Technologies Australia Pty Ltd                   |       | Australia                | 100            | 100    |
| ASSPA Pty Ltd   |       | Australia                | 100            | 100    |
| Aristocrat Technology Gaming Systems Pty Limited            |       | Australia                | 100            | 100    |
| System 7000 Pty Ltd   |       | Australia                | 100            | –      |
| Aristocrat International Pty Ltd                            |       | Australia                | 100            | 100    |
| Aristocrat Leisure Cyprus Limited                           |       | Cyprus                   | 100            | 100    |
| Aristocrat Gaming LLC                                       |       | Russia                   | 100            | 100    |
| Aristocrat (Argentina) Pty Limited                          |       | Australia                | 100            | 100    |
| AI (Puerto Rico) Pty Limited                                |       | Australia                | 100            | 100    |
| Aristocrat (Latin America) Pty Ltd                          |       | Australia                | 100            | 100    |
| Aristocrat Technologies Mexico, S.A. DE C.V.                |       | Mexico                   | 100            | 100    |
| Aristocrat Service Mexico, S.A. DE C.V.                     |       | Mexico                   | 100            | 100    |
| Aristocrat Hanbai KK  |       | Japan                    | 100            | 100    |
| Aristocrat (Asia) Pty Limited                               |       | Australia                | 100            | 100    |
| Aristocrat (Macau) Pty Limited                              |       | Australia                | 100            | 100    |
| Aristocrat (Philippines) Pty Limited                        |       | Australia                | 100            | 100    |
| Aristocrat (Singapore) Pty Limited                          |       | Australia                | 100            | 100    |
| Aristocrat (Cambodia) Pty Limited                           |       | Australia                | 100            | 100    |
| Aristocrat (Malaysia) Pty Limited                           |       | Australia                | 100            | 100    |
| Aristocrat Leisure Technology Development (Beijing) Co. Ltd |       | China                    | 100            | 100    |
| Aristocrat Technologies Europe (Holdings) Limited           |       | UK                       | 100            | 100    |
| ASSPA (UK) Limited  |       | UK                       | 100            | 100    |
| Aristocrat Technologies LLC                                 |       | Russia                   | 100            | 100    |
| Product Madness (UK) Limited                                |       | UK                       | 100            | 100    |
| Aristocrat Technologies Europe Limited                      |       | UK                       | 100            | 100    |
| Aristocrat Technologies Spain S.L.                          |       | UK                       | 100            | 100    |
| Aristocrat Technologies NZ Limited                          |       | New Zealand              | 100            | 100    |
| Aristocrat Technologies, Inc.                               |       | USA                      | 100            | 100    |
| Aristocrat Funding Corporation Pty Ltd                      |       | Australia                | 100            | 100    |
| Aristocrat Technologies Canada, Inc.                        |       | Canada                   | 100            | 100    |
| Product Madness Inc.  |       | USA                      | 100            | 100    |
| Video Gaming Technologies, Inc.                             | 35    | USA                      | 100            | –      |
| Red Ball Gaming, S. de R.L. de C.V.                         |       | USA                      | 100            | –      |
| Servicios Técnicos a Máquinas de Juego, S. de R.L. de C.V.  |       | USA                      | 100            | –      |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 26. Subsidiaries continued

|  | Notes | Country of incorporation | Equity holding |        |
|--|-------|--------------------------|----------------|--------|
|  |       |                          | 2015 %         | 2014 % |
| VGT Manufacturing, Inc.                            |       | USA                      | 100            | –      |
| VGT LLC  |       | USA                      | 100            | –      |
| VGT-Oklahoma LLC                                   |       | USA                      | 100            | –      |
| OKM LLC (Tennessee)                                |       | USA                      | 100            | –      |
| Aristocrat C.A.                                    |       | Venezuela                | 100            | 100    |
| Aristocrat Research & Development (Africa) Pty Ltd |       | South Africa             | 100            | 100    |
| Aristocrat Africa (Pty) Ltd                        | 30    | South Africa             | 100            | 100    |
| Aristocrat Technologies Africa (Pty) Ltd           | 30    | South Africa             | 100            | 100    |
| KK Aristocrat Technologies                         | 36    | Japan                    | –              | 100    |
| KK Spiky   | 36    | Japan                    | –              | 100    |
| Aristocrat Technologies India Private Ltd          |       | India                    | 100            | 100    |
| Aristocrat Technologies Hong Kong Limited          |       | Hong Kong                | 100            | 100    |
| <b>Other controlled entities</b>                   |       |                          |                |        |
| Aristocrat Employee Equity Plan Trust              |       | Australia                | 100            | 100    |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 27. Share-based payments

The Remuneration Report, presented in the Directors' Report, also provides detailed disclosure on share-based payments.

### (a) Performance Share Plan ('PSP')

The PSP is a long-term employee share scheme that provides for eligible employees to be offered conditional entitlements to fully paid ordinary shares in the parent entity ('Performance Share Rights'). Performance Share Rights issued under the PSP are identical in all respects other than performance conditions and periods, which are detailed below.

As at 30 September 2015, 14 employees (2014: 13) were entitled to 4,156,763 (2014: 5,654,286) Performance Share Rights under this plan.

### Accounting fair value of Performance Share Rights granted

The assessed accounting fair values of Performance Share Rights granted during the financial years ended 30 September 2015 and 30 September 2014 are as follows:

| Performance Share Right series | Performance period start date | Performance period expiry date | Performance condition <sup>(1)</sup> | Accounting valuation date | Accounting valuation <sup>(2)</sup> |
|--------------------------------|-------------------------------|--------------------------------|--------------------------------------|---------------------------|-------------------------------------|
| <b>Issued 2015</b>             |                               |                                |                                      |                           |                                     |
| Series 28A                     | 1 October 2014                | 30 September 2017              | TSR                                  | 27 February 2015          | 5.07                                |
| Series 28B                     | 1 October 2014                | 30 September 2017              | EPSG                                 | 27 February 2015          | 6.91                                |
| Series 28C                     | 1 October 2014                | 30 September 2017              | Service                              | 27 February 2015          | 6.91                                |
| Series 29A                     | 1 October 2014                | 30 September 2017              | TSR                                  | 27 February 2015          | 5.07                                |
| Series 29B                     | 1 October 2014                | 30 September 2017              | EPSG                                 | 27 February 2015          | 6.91                                |
| Series 29C                     | 1 October 2014                | 30 September 2017              | Strategic                            | 27 February 2015          | 6.91                                |
| <b>Issued 2014</b>             |                               |                                |                                      |                           |                                     |
| Series 25A                     | 1 October 2013                | 30 September 2016              | TSR                                  | 20 February 2014          | 2.83                                |
| Series 25B                     | 1 October 2013                | 30 September 2016              | EPSG                                 | 20 February 2014          | 4.52                                |
| Series 26A                     | 1 October 2013                | 30 September 2016              | TSR                                  | 20 February 2014          | 2.83                                |
| Series 26B                     | 1 October 2013                | 30 September 2016              | EPSG                                 | 20 February 2014          | 4.52                                |

(1) TSR – Total Shareholder Return; EPSG – Earnings Per Share Growth.

(2) In accordance with accounting standards, the accounting valuation, as independently determined by Ernst & Young (EY), of a Performance Share Right with a market vesting condition (for example, TSR), incorporates the likelihood that the vesting condition will be met. Whereas, the accounting valuation, as independently determined by EY, of a Performance Share Right with a non-market vesting condition (for example, EPSG), does not take into account the likelihood that the vesting condition will be met. Accordingly, the accounting value of a Performance Share Right with a TSR vesting condition is lower than that with an EPSG vesting condition.

The accounting valuation represents the independent valuation of each tranche of Performance Share Rights at their respective grant dates. The valuations have been performed by Ernst & Young (EY) using Total Shareholder Return ('TSR'), Earnings Per Share Growth ('EPSG'), service condition and strategic objective condition models.

### (i) Total Shareholder Return ('TSR') model

EY has developed a Monte-Carlo Simulation-based model which incorporates the impact of performance hurdles and the vesting scale on the value of the share rights. This pricing model takes into account such factors as the Company's share price at the date of grant, volatility of the underlying share price, expected dividend yield, risk free rate of return and time to maturity.

### (ii) Earnings Per Share Growth ('EPSG') model, service condition and strategic objective condition

EY has utilised a Binomial Tree model to determine the fair value of share rights. This pricing model takes into account such factors as the Company's share price at the date of grant, volatility of the underlying share price, expected dividend yield, risk-free rate of return and time to maturity.

The accounting valuation of the rights has been allocated equally over the vesting period.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 27. Share-based payments continued

#### (a) Performance Share Plan ('PSP') continued

The model inputs for share rights granted during the year ended 30 September 2015 and year ended 30 September 2014 included:

- (a) share rights are granted for no consideration and have a three year life;
- (b) exercise price: zero consideration;
- (c) the grant date and expiry dates: refer to tables below;
- (d) share price at grant date:
  - 2015: \$7.44
  - 2014: \$4.91
- (e) price volatility of the Company's shares:
  - 2015: 30%
  - 2014: 30%
- (f) dividend yield:
  - 2015: 2.7%
  - 2014: 3.2%
- (g) risk-free interest rate:
  - 2015: 1.77%
  - 2014: 2.87%

The expected price volatility is based on the two year historical volatility of the share price of the Company due to the long-term nature of the underlying share rights.

Performance Share Rights are detailed in the tables below:

#### Consolidated – 2015

| Right series | Grant date       | Performance period expiry date | Rights at start of year Number | Add: new rights issues Number | Less: rights vested Number | Less: rights lapsed Number | Rights at end of year Number |
|--------------|------------------|--------------------------------|--------------------------------|-------------------------------|----------------------------|----------------------------|------------------------------|
| <b>PSP</b>   |                  |                                |                                |                               |                            |                            |                              |
| Series 20A   | 2 May 2012       | 31 December 2014               | 405,000                        | –                             | 405,000                    | –                          | –                            |
| Series 20B   | 2 May 2012       | 31 December 2014               | 945,000                        | –                             | 770,175                    | 174,825                    | –                            |
| Series 21A   | 1 January 2012   | 31 December 2014               | 337,111                        | –                             | 337,111                    | –                          | –                            |
| Series 21B   | 1 January 2012   | 31 December 2014               | 786,597                        | –                             | 641,076                    | 145,521                    | –                            |
| Series 22A   | 20 February 2013 | 30 September 2015              | 229,850                        | –                             | –                          | –                          | 229,850                      |
| Series 22B   | 20 February 2013 | 30 September 2015              | 536,150                        | –                             | –                          | –                          | 536,150                      |
| Series 23A   | 1 October 2012   | 30 September 2015              | 319,646                        | –                             | –                          | 4,230                      | 315,416                      |
| Series 23B   | 1 October 2012   | 30 September 2015              | 745,005                        | –                             | –                          | 9,900                      | 735,105                      |
| Series 25A   | 20 February 2014 | 30 September 2016              | 130,500                        | –                             | –                          | –                          | 130,500                      |
| Series 25B   | 20 February 2014 | 30 September 2016              | 304,500                        | –                             | –                          | –                          | 304,500                      |
| Series 26A   | 1 October 2013   | 30 September 2016              | 274,478                        | –                             | –                          | 26,125                     | 248,353                      |
| Series 26B   | 1 October 2013   | 30 September 2016              | 640,449                        | –                             | –                          | 60,957                     | 579,492                      |
| Series 28A   | 1 October 2014   | 30 September 2017              | –                              | 236,778                       | –                          | 31,303                     | 205,475                      |
| Series 28B   | 1 October 2014   | 30 September 2017              | –                              | 236,778                       | –                          | 31,302                     | 205,476                      |
| Series 28C   | 1 October 2014   | 30 September 2017              | –                              | 315,446                       | –                          | 58,556                     | 256,890                      |
| Series 29A   | 27 February 2015 | 30 September 2017              | –                              | 122,867                       | –                          | –                          | 122,867                      |
| Series 29B   | 27 February 2015 | 30 September 2017              | –                              | 122,867                       | –                          | –                          | 122,867                      |
| Series 29C   | 27 February 2015 | 30 September 2017              | –                              | 163,822                       | –                          | –                          | 163,822                      |
|              |                  |                                | <b>5,654,286</b>               | <b>1,198,558</b>              | <b>2,153,362</b>           | <b>542,719</b>             | <b>4,156,763</b>             |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 27. Share-based payments continued

Consolidated – 2014

| Right series | Grant date       | Performance period expiry date | Rights at start of year Number | Add: new rights issues Number | Less: rights vested Number | Less: rights lapsed Number | Rights at end of year Number |
|--------------|------------------|--------------------------------|--------------------------------|-------------------------------|----------------------------|----------------------------|------------------------------|
| <b>PSP</b>   |                  |                                |                                |                               |                            |                            |                              |
| Series 18A   | 3 May 2011       | 31 December 2013               | 306,000                        | –                             | 306,000                    | –                          | –                            |
| Series 18B   | 3 May 2011       | 31 December 2013               | 714,000                        | –                             | –                          | 714,000                    | –                            |
| Series 19A   | 1 January 2011   | 31 December 2013               | 210,234                        | –                             | 210,234                    | –                          | –                            |
| Series 19B   | 1 January 2011   | 31 December 2013               | 490,547                        | –                             | –                          | 490,547                    | –                            |
| Series 20A   | 2 May 2012       | 31 December 2014               | 405,000                        | –                             | –                          | –                          | 405,000                      |
| Series 20B   | 2 May 2012       | 31 December 2014               | 945,000                        | –                             | –                          | –                          | 945,000                      |
| Series 21A   | 1 January 2012   | 31 December 2014               | 350,471                        | –                             | –                          | 13,360                     | 337,111                      |
| Series 21B   | 1 January 2012   | 31 December 2014               | 817,771                        | –                             | –                          | 31,174                     | 786,597                      |
| Series 22A   | 20 February 2013 | 30 September 2015              | 229,850                        | –                             | –                          | –                          | 229,850                      |
| Series 22B   | 20 February 2013 | 30 September 2015              | 536,150                        | –                             | –                          | –                          | 536,150                      |
| Series 23A   | 1 October 2012   | 30 September 2015              | 356,300                        | –                             | –                          | 36,654                     | 319,646                      |
| Series 23B   | 1 October 2012   | 30 September 2015              | 829,700                        | –                             | –                          | 84,695                     | 745,005                      |
| Series 25A   | 20 February 2014 | 30 September 2016              | –                              | 130,500                       | –                          | –                          | 130,500                      |
| Series 25B   | 20 February 2014 | 30 September 2016              | –                              | 304,500                       | –                          | –                          | 304,500                      |
| Series 26A   | 1 October 2013   | 30 September 2016              | –                              | 274,478                       | –                          | –                          | 274,478                      |
| Series 26B   | 1 October 2013   | 30 September 2016              | –                              | 640,449                       | –                          | –                          | 640,449                      |
|              |                  |                                | <b>6,191,023</b>               | <b>1,349,927</b>              | <b>516,234</b>             | <b>1,370,430</b>           | <b>5,654,286</b>             |

### (b) General Employee Share Plan

The General Employee Share Plan (GESP) is designed to provide employees with shares in the parent entity under the provisions of Division 83A of the *Australian Income Tax Assessment Act*.

### (c) Deferred equity employee plan

Certain eligible employees are offered incentives of being granted share rights that are based on individual and Company performance, subject to continued employment. Should the performance criteria be met an amount of share rights are granted. As a result of the meeting of performance criteria in the 2013 and 2014 financial years, 361,903 performance shares rights are outstanding as at 30 September 2015. These rights are subject to the respective employees remaining with the Group until October 2015 and October 2016.

### (d) Deferred short term incentive plan

Upon the vesting of short term incentives, Executive Leadership Team members receive the incentives as 50% cash, with 50% deferred as performance share rights. These share rights are expensed over the vesting periods, being two and three years. The number of rights outstanding at 30 September 2015 was 622,649.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 27. Share-based payments *continued*

### (e) Share-based payments expense

Total expenses arising from share-based payment transactions recognised during the year as part of employee benefits expense were as follows:

|                                    | Consolidated                           |  |
|------------------------------------|--|--|
|                                    | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| Performance Share Plan             | 5,547                                  | 3,127                                  |
| General Employee Share Plan        | 541                                    | 90                                     |
| Deferred Short Term Incentive Plan | 4,164                                  | 703                                    |
| Deferred Equity Employee Plan      | 1,158                                  | 2,459                                  |
| Other grants                       | 4,883                                  | 2,127                                  |
|                                    | <b>16,293</b>                          | <b>8,506</b>                           |

## Note 28. Key management personnel disclosures

### Key management personnel compensation

Key management personnel includes all Non-Executive Directors, Executive Directors and Senior Executives who were responsible for the overall planning, directing and controlling of activities of the Group.

|                              | Consolidated                       |                                    |
|------------------------------|------------------------------------|------------------------------------|
|                              | 12 months to<br>30 Sept 2015<br>\$ | 12 months to<br>30 Sept 2014<br>\$ |
| Short-term employee benefits | 7,274,304                          | 7,333,413                          |
| Post-employment benefits     | 149,291                            | 164,381                            |
| Long-term benefits           | 41,077                             | 75,672                             |
| Termination benefits         | –                                  | 614,493                            |
| Share-based payments         | 4,877,547                          | 2,907,774                          |
|                              | <b>12,342,219</b>                  | <b>11,095,733</b>                  |

Detailed remuneration disclosures are provided in the Remuneration Report.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 29. Remuneration of auditors

During the year, the following fees were paid to the auditor of the parent entity and its related practices:

|  | Consolidated                 |                              |
|--|------------------------------|------------------------------|
|  | 12 months to<br>30 Sept 2015 | 12 months to<br>30 Sept 2014 |
|  | \$                           | \$                           |
| <b>Assurance services</b>  |                              |                              |
| <b>Audit services</b>  |                              |                              |
| Fees paid to PricewaterhouseCoopers Australian firm:   |                              |                              |
| Audit and review of financial reports and other audit work under the<br><i>Corporations Act 2001</i> | 632,262                      | 516,080                      |
| Fees paid to related practices of PricewaterhouseCoopers Australian firm                             | 1,233,541                    | 894,280                      |
| <b>Total remuneration for audit services</b>   | <b>1,865,803</b>             | <b>1,410,360</b>             |
| <b>Other assurance services</b>  |                              |                              |
| Fees paid to PricewaterhouseCoopers Australian firm  | 72,311                       | –                            |
| Fees paid to related practices of PricewaterhouseCoopers Australian firm                             | 89,370                       | 87,241                       |
| <b>Total remuneration for other assurance services</b>   | <b>161,681</b>               | <b>87,241</b>                |
| <b>Total remuneration for assurance services</b>   | <b>2,027,484</b>             | <b>1,497,601</b>             |
| <b>Advisory services</b>   |                              |                              |
| Fees paid to PricewaterhouseCoopers Australian firm  | 6,500                        | 343,581                      |
| Fees paid to related practices of PricewaterhouseCoopers Australian firm                             | 132,084                      | 403,010                      |
| <b>Total remuneration for advisory services</b>  | <b>138,584</b>               | <b>746,591</b>               |

It is the Group's policy to employ PricewaterhouseCoopers on assignments additional to their statutory audit duties where PricewaterhouseCoopers's expertise and experience with the Group are important. These assignments are principally tax advice and due diligence on acquisitions, or where PricewaterhouseCoopers is awarded assignments on a competitive basis. It is the Group's policy to seek competitive tenders for all major consulting projects.

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## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 30. Related parties

#### (a) Other transactions with key management personnel

Refer to Note 28 for disclosures relating to key management personnel.

#### (b) Transactions with non-controlling interest

On 26 August 2013, the Group signed a contract to acquire 28% of the ordinary shares and the sole preference share of Aristocrat Africa (Pty) Limited. This resulted in Aristocrat Africa (Pty) Limited becoming 100% owned by the Group in April 2014 following satisfaction of the conditions to close. Details of the transactions with the non-controlling interest that were recognised in a reserve in the prior period are shown below:

|  | Consolidated   |                |
|--|----------------|----------------|
|  | 2015<br>\$'000 | 2014<br>\$'000 |
| Carrying amount of non-controlling interests at start of year  | –              | (4,015)        |
| Consideration paid to non-controlling interests  | –              | (3,016)        |
| Foreign currency exchange movements  | –              | (19)           |
| Excess of consideration paid recognised in the transactions with non-controlling interests reserve within equity | –              | (7,050)        |

#### (c) Subsidiaries

Interests in subsidiaries are set out in Note 26.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 31. Earnings per share

|   | Consolidated                          |                                       |
|---|---------------------------------------|---------------------------------------|
|   | 12 months to<br>30 Sept 2015<br>Cents | 12 months to<br>30 Sept 2014<br>Cents |
| <b>Basic earnings per share</b>   |                                       |                                       |
| From continuing operations attributable to the ordinary equity holders of the Company       | 24.8                                  | 20.6                                  |
| From discontinued operation   | 4.7                                   | (23.5)                                |
| Total basic earnings per share attributable to the ordinary equity holders of the Company   | 29.5                                  | (2.9)                                 |
| <b>Diluted earnings per share</b>   |                                       |                                       |
| From continuing operations attributable to the ordinary equity holders of the Company       | 24.6                                  | 20.5                                  |
| From discontinued operation   | 4.7                                   | (23.4)                                |
| Total diluted earnings per share attributable to the ordinary equity holders of the Company | 29.3                                  | (2.9)                                 |

|  | 2015<br>Number | 2014<br>Number |
|--|----------------|----------------|
| Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share                                 | 632,332,667    | 566,801,580    |
| Effect of Performance Share Rights   | 3,564,364      | 3,741,521      |
| Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share | 635,897,031    | 570,543,101    |

|  | 2015<br>\$'000 | 2014<br>\$'000 |
|--|----------------|----------------|
| <b>Reconciliation of earnings used in calculating basic and diluted earnings per share</b> |                |                |
| Net profit/(loss) attributable to members of Aristocrat Leisure Limited                    |                |                |
| From continuing operations   | 156,656        | 116,978        |
| From discontinued operation  | 29,774         | (133,407)      |
| Earnings used in calculating basic and diluted earnings per share                          | 186,430        | (16,429)       |

### Information concerning the classification of securities

#### (a) Share-based payments

Rights granted to employees under share-based payments arrangements are considered to be potential ordinary shares and have been included in the determination of diluted earnings per share. The rights have not been included in the determination of basic earnings per share. Details relating to the rights are set out in Note 27.

Included within the weighted average number of potential ordinary shares related to Performance Share Rights are 949,762 (2014: 557,485) Performance Share Rights that had lapsed during the year.

#### (b) Share-based payments trust

Shares purchased on-market and issued shares through the Aristocrat Employee Equity Plan Trust have been treated as shares bought back and cancelled for the purpose of the calculation of the weighted average number of ordinary shares used as the denominator in calculating basic earnings per share. At the end of the reporting period, there were 3,574,752 shares held in the share trust (2014: 441,810).

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 32. Reconciliation of profit/(loss) for the year after income tax to net cash flow from operating activities

|  | Consolidated                           |  |
|--|--|--|
|  | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
| Profit/(loss) for the year   | 186,430                                | (16,429)                               |
| Depreciation and amortisation  | 162,624                                | 48,425                                 |
| Impairment (reversal)/loss   | (10,483)                               | 72,560                                 |
| Equity-settled share-based payments  | 16,293                                 | 8,506                                  |
| Net loss/(gain) on sale and impairment of property, plant and equipment                                    | 2,344                                  | (3)                                    |
| Net foreign currency exchange differences  | 27,322                                 | 3,785                                  |
| (Gain)/loss on sale of subsidiaries  | (20,301)                               | 43,367                                 |
| Non-cash borrowing costs amortisation  | 8,834                                  | –                                      |
| Change in operating assets and liabilities, net of effects of acquisition/disposal of controlled entities: |  |  |
| – Increase in receivables and deferred revenue   | (96,718)                               | (10,788)                               |
| – Decrease/(increase) in inventories   | 32,316                                 | (10,147)                               |
| – Decrease in other operating assets   | 331                                    | 2,196                                  |
| – Increase in payables   | 111,403                                | 11,080                                 |
| – Increase in other provisions   | 1,335                                  | 765                                    |
| – Movement in tax balances   | 15,913                                 | 5,513                                  |
| Net cash inflow from operating activities  | 437,643                                | 158,830                                |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 33. Deed of cross guarantee

Pursuant to ASIC Class Order 98/1418 (as amended) dated 13 August 1998 (Class Order), the wholly owned subsidiaries listed below are relieved from the Corporations Act 2001 requirements for preparation, audit and lodgement of a financial report and Directors' Report.

It is a condition of the Class Order that the Company and each of the participating subsidiaries enter into a Deed of Cross Guarantee (Deed). The effect of the Deed, dated 22 December 2006, is that the Company guarantees to each creditor payment in full of any debt in the event of winding up of any of the participating subsidiaries under certain provisions of the Corporations Act. If a winding up occurs under other provisions of the Corporations Act, the Company will only be liable in the event that after six months, any creditor has not been paid in full. The subsidiaries have also given similar guarantees in the event the Company is wound up.

The subsidiaries subject to the deed are:

- Aristocrat Technologies Australia Pty Limited
- Aristocrat International Pty Limited
- Aristocrat (Asia) Pty Limited
- Aristocrat (Macau) Pty Limited
- Aristocrat (Holdings) Pty Limited

The above named companies represent a Closed Group for the purposes of the Class Order, and as there are no other parties to the deed that are controlled by the Company, they also represent the Extended Closed Group.

Set out below is a consolidated statement of comprehensive income of the Closed Group:

|  | 12 months to<br>30 Sept 2015<br>\$'000 | 12 months to<br>30 Sept 2014<br>\$'000 |
|--|--|--|
| Revenue  | 451,383                                | 306,835                                |
| Other income                                   | 3,046                                  | 8,175                                  |
| Cost of revenue and other expenses             | (184,525)                              | (138,138)                              |
| Employee benefits expense                      | (146,967)                              | (117,623)                              |
| Finance costs                                  | (22,595)                               | (11,532)                               |
| Depreciation and amortisation expense          | (10,640)                               | (7,661)                                |
| Profit before income tax                       | 89,702                                 | 40,056                                 |
| Income tax expense                             | (26,229)                               | (23,580)                               |
| <b>Profit for the year</b>                     | <b>63,473</b>                          | <b>16,476</b>                          |
| <b>Other comprehensive income</b>              |  |  |
| Changes in fair value of interest rate hedge   | (1,674)                                | -                                      |
| <b>Other comprehensive income, net of tax</b>  | <b>(1,674)</b>                         | <b>-</b>                               |
| <b>Total comprehensive income for the year</b> | <b>61,799</b>                          | <b>16,476</b>                          |

Set out below is a summary of movements in consolidated retained earnings of the Closed Group:

|   |              |               |
|---|--------------|---------------|
| Retained earnings at the beginning of the financial year  | 47,400       | 116,387       |
| Profit for the year                                       | 63,473       | 16,476        |
| Dividends paid  | (101,108)    | (85,463)      |
| <b>Retained earnings at the end of the financial year</b> | <b>9,765</b> | <b>47,400</b> |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 33. Deed of cross guarantee continued

Set out below is a consolidated statement of financial position of the Closed Group:

|                                      | 2015<br>\$'000   | 2014<br>\$'000 |
|--------------------------------------|------------------|----------------|
| <b>Current assets</b>                |                  |                |
| Cash and cash equivalents            | 166,856          | 215,622        |
| Trade and other receivables          | 123,755          | 114,895        |
| Inventories                          | 37,755           | 16,692         |
| Tax assets                           | 2,627            | 3,523          |
| <b>Total current assets</b>          | <b>330,993</b>   | <b>350,732</b> |
| <b>Non-current assets</b>            |                  |                |
| Trade and other receivables          | 19,102           | 78,801         |
| Investments                          | 749,046          | 257,877        |
| Property, plant and equipment        | 17,264           | 19,152         |
| Deferred tax assets                  | 52,694           | 66,864         |
| Intangible assets                    | 38,536           | 28,339         |
| <b>Total non-current assets</b>      | <b>876,642</b>   | <b>451,033</b> |
| <b>Total assets</b>                  | <b>1,207,635</b> | <b>801,765</b> |
| <b>Current liabilities</b>           |                  |                |
| Trade and other payables             | 122,939          | 77,432         |
| Borrowings                           | 124              | 124            |
| Provisions                           | 10,624           | 9,878          |
| Other liabilities                    | 9,025            | 8,929          |
| <b>Total current liabilities</b>     | <b>142,712</b>   | <b>96,363</b>  |
| <b>Non-current liabilities</b>       |                  |                |
| Trade and other payables             | 5,522            | 4,753          |
| Borrowings                           | 407,408          | 155            |
| Provisions                           | 6,010            | 4,845          |
| Other liabilities                    | 6,959            | 5,491          |
| <b>Total non-current liabilities</b> | <b>425,899</b>   | <b>15,244</b>  |
| <b>Total liabilities</b>             | <b>568,611</b>   | <b>111,607</b> |
| <b>Net assets</b>                    | <b>639,024</b>   | <b>690,158</b> |
| <b>Equity</b>                        |                  |                |
| Contributed equity                   | 693,833          | 641,603        |
| Reserves                             | (64,574)         | 1,155          |
| Retained earnings                    | 9,765            | 47,400         |
| <b>Total equity</b>                  | <b>639,024</b>   | <b>690,158</b> |

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# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 34. Parent entity financial information

### (a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

|   | 2015<br>\$'000 | 2014<br>\$'000 |
|---|----------------|----------------|
| <b>Statement of financial position</b>      |                |                |
| Current assets                              | 3,426          | 3,616          |
| Total assets                                | 661,071        | 554,221        |
| Current liabilities                         | 2,088          | 2,088          |
| Total liabilities                           | 2,088          | 2,088          |
| <b>Shareholders' equity</b>                 |                |                |
| Contributed equity                          | 693,833        | 641,603        |
| Reserves                                    | 98,619         | 82,326         |
| Accumulated losses                          | (133,469)      | (171,796)      |
|   | 658,983        | 552,133        |
| <b>Profit for the year after tax</b>        | <b>139,435</b> | 43,124         |
| <b>Total comprehensive income after tax</b> | <b>139,435</b> | 43,124         |

### (b) Guarantees entered into by the parent entity

Cross guarantees given by the parent entity are set out in Note 33.

### (c) Contingent liabilities of the parent entity

Contingent liabilities of the parent entity are set out in Note 24.

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 35. Business combinations

### (a) Business combination during the year

On 20 October 2014 the Group acquired 100% of Video Gaming Technologies Inc (VGT). VGT is a leading provider of Class II gaming machines for the leased tribal gaming market in North America. VGT has a complementary product offering to Aristocrat, and has provided the opportunity to accelerate growth in the recurring revenue market.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

|                              | 2015<br>\$'000 |
|------------------------------|----------------|
| Purchase consideration       |                |
| Cash paid                    | 1,491,908      |
| Deferred consideration       | 52,656         |
| Total purchase consideration | 1,544,564      |

The assets and liabilities recognised as a result of the acquisition are as follows:

|   | Fair value<br>\$'000 |
|---|----------------------|
| Cash  | 53,567               |
| Receivables   | 28,151               |
| Inventory   | 8,320                |
| Property, plant and equipment                           | 48,211               |
| Intangible assets: Customer contracts and relationships | 561,773              |
| Intangible assets: Technology                           | 112,036              |
| Intangible assets: Trade name and game names            | 23,478               |
| Other assets  | 3,761                |
| Payables  | (75,108)             |
| Provisions  | (4,445)              |
| Net identifiable assets acquired                        | 759,744              |
| Add: goodwill   | 784,820              |
| Net assets acquired                                     | 1,544,564            |

The goodwill is attributable to key employees, tax benefits and synergies from combining operations with Video Gaming Technologies Inc. The goodwill is deductible for tax purposes.

### (i) Acquisition related costs

Acquisition related costs of \$17,568,000 are included in general and administration costs in the statement of comprehensive income for the year and \$18,360,000 in operating cash flows in the statement of cash flows.

### (ii) Acquired receivables

The fair value of trade and other receivables on acquisition was \$28,151,000, all of which were trade receivables. The gross contractual amount for trade receivables due was \$29,101,000. The fair value of the receivables have been recovered from customers.

### (iii) Revenue and profit contribution

The acquired business contributed revenues of \$357,197,000 and a net profit of \$27,951,000 to the Group for the period from 20 October 2014 to 30 September 2015.

Had the acquisition occurred on 1 October 2014, the revenue and profit of the Group would not be materially different to the amounts as included in the statement of comprehensive income.

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## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 35. Business combinations *continued*

#### (iv) Purchase consideration – cash outflow

|   | 2015<br>\$'000 |
|---|----------------|
| Outflow of cash to acquire subsidiary                             | 1,491,908      |
| Less: Cash acquired   | (53,567)       |
| Add: Contingent consideration paid on Product Madness acquisition | 8,047          |
| Outflow of cash – investing activities                            | 1,446,388      |

#### (b) Business combination subsequent to reporting date

In the prior period, the Group acquired assets and liabilities of complementary gaming products and systems supplier Paltronics Inc. for a purchase consideration of \$11,223,000. The identifiable net assets acquired were \$6,901,000 with goodwill of \$4,322,000 being recognised.

During the year, the acquisition accounting for Paltronics Inc. was completed, resulting in \$8,264,000 being transferred from goodwill to intellectual property and licences intangible assets. A purchase price adjustment of \$936,000 was received during the year.

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 36. Discontinued operations

#### (a) Discontinued operations during the year

##### (i) Description

On 29 May 2015, the Group sold the subsidiaries K.K Aristocrat Technologies and K.K Spiky. The results from these entities are shown in the statement of comprehensive income as a discontinued operation. Financial information relating to the discontinued operation is set out below.

##### (ii) Financial performance

|  | Consolidated   |                 |
|--|----------------|-----------------|
|  | 2015<br>\$'000 | 2014<br>\$'000  |
| Revenue  | 29,934         | 13,889          |
| Other income   | 434            | 84              |
| Impairment reversal/(loss)   | 13,016         | (72,560)        |
| Expenses   | (33,911)       | (25,572)        |
| <b>Profit/(loss) before income tax</b>   | <b>9,473</b>   | <b>(84,159)</b> |
| Income tax expense   | –              | (3,730)         |
| <b>Profit/(loss) after income tax of discontinued operation</b>  | <b>9,473</b>   | <b>(87,889)</b> |
| <b>Gain on sale after income tax and reclassification of foreign currency translation reserve (see iv) below</b> | <b>18,589</b>  | –               |
| <b>Profit/(loss) from discontinued operation</b>   | <b>28,062</b>  | <b>(87,889)</b> |
| <b>(iii) Cash flow information</b>   |                |                 |
| Net cash inflow from operating activities  | 9,223          | 12,223          |
| Net cash outflow from investing activities   | (9,820)        | (6,530)         |
| Net cash outflow from financing activities   | (88)           | (15,923)        |
| <b>Net cash decrease generated by the discontinued operation</b>   | <b>(685)</b>   | <b>(10,230)</b> |

The cash outflow from investing activities includes the payments on disposal of the entities and assets less the cash disposed.

##### (iv) Details of the sale

|  |               |   |
|--|---------------|---|
| Net consideration paid – cash  | (72)          | – |
| Carrying amount of net liabilities sold  | 26,317        | – |
| Costs of disposal  | (486)         | – |
| <b>Gain on sale before income tax and reclassification of foreign currency translation reserve</b> | <b>25,759</b> | – |
| Reclassification of foreign currency translation reserve to profit and loss                        | (7,170)       | – |
| Income tax expense   | –             | – |
| <b>Gain on disposal after income tax</b>   | <b>18,589</b> | – |

The carrying amounts of assets and liabilities as at the date of sale were:

|                             | 29 May 2015<br>\$'000 |
|-----------------------------|-----------------------|
| Cash and cash equivalents   | 8,082                 |
| Trade and other receivables | 8,403                 |
| Current tax assets          | 133                   |
| <b>Total assets</b>         | <b>16,618</b>         |
| Trade and other payables    | 16,021                |
| Provisions                  | 26,914                |
| <b>Total liabilities</b>    | <b>42,935</b>         |
| <b>Net liabilities</b>      | <b>(26,317)</b>       |

# Notes to the Financial Statements

for the year ended 30 September 2015

## Note 36. Discontinued operations *continued*

### (b) Discontinued operations in the prior reporting period

#### (i) Description

In the prior year, the Group sold Aristocrat Lotteries AB and Aristocrat Lotteries Italia S.r.L., together with related intellectual property assets. The results from these entities are shown in the statement of comprehensive income as a discontinued operation. The result for the current period primarily represents a purchase price adjustment following the sale in the prior year. Financial information relating to the discontinued operation is set out below.

#### (ii) Financial performance

|  | Consolidated |                 |
|--|--------------|-----------------|
|  | 2015         | 2014            |
|  | \$'000       | \$'000          |
| Revenue  | –            | 17,329          |
| Other income   | 1,757        | 104             |
| Expenses   | (45)         | (20,340)        |
| Profit/(loss) before income tax  | 1,712        | (2,907)         |
| Income tax benefit   | –            | 756             |
| <b>Profit/(loss) after income tax of discontinued operation</b>  | <b>1,712</b> | <b>(2,151)</b>  |
| <b>Gain on sale after income tax and reclassification of foreign currency translation reserve (see iv) below</b> | <b>–</b>     | <b>(43,367)</b> |
| <b>Profit/(loss) from discontinued operation</b>   | <b>1,712</b> | <b>(45,518)</b> |
| <b>(iii) Cash flow information</b>   |              |                 |
| Net cash outflow from operating activities   | –            | (225)           |
| Net cash inflow from investing activities  | 1,712        | 13,267          |
| <b>Net cash increase generated by the discontinued operation</b>   | <b>1,712</b> | <b>13,042</b>   |

The cash inflow from investing activities includes the proceeds on disposal of the entities and assets.

#### (iv) Details of the sale

|   |              |                 |
|---|--------------|-----------------|
| Consideration received – cash   | 1,757        | 13,772          |
| Carrying amount of net assets sold  | –            | (46,568)        |
| Costs of disposal   | (45)         | (272)           |
| <b>Gain/(loss) on sale before income tax and reclassification of foreign currency translation reserve</b> | <b>1,712</b> | <b>(33,068)</b> |
| Reclassification of foreign currency translation reserve  | –            | (10,299)        |
| Income tax  | –            | –               |
| <b>Gain/(loss) on disposal after income tax</b>   | <b>1,712</b> | <b>(43,367)</b> |

The carrying amounts of assets and liabilities as at the date of sale were:

|                             | 29 Sept 2014  |
|-----------------------------|---------------|
|                             | \$'000        |
| Cash and cash equivalents   | 230           |
| Trade and other receivables | 9,287         |
| Inventory                   | 524           |
| Plant and equipment         | 92            |
| Intangible assets           | 40,102        |
| <b>Total assets</b>         | <b>50,235</b> |
| Trade and other payables    | 2,760         |
| Provisions                  | 907           |
| <b>Total liabilities</b>    | <b>3,667</b>  |
| <b>Net liabilities</b>      | <b>46,568</b> |

## Notes to the Financial Statements

for the year ended 30 September 2015

### Note 36. Discontinued operations *continued*

#### (c) Reconciliation to consolidated statement of comprehensive income *continued*

|   | 2015<br>\$'000 | 2014<br>\$'000   |
|---|----------------|------------------|
| Profit/(loss) from operation discontinued during the year               | 28,062         | (87,889)         |
| Profit/(loss) from operation discontinued in the prior reporting period | 1,712          | (45,518)         |
| <b>Profit/(loss) from discontinued operations</b>                       | <b>29,774</b>  | <b>(133,407)</b> |

### Note 37. Disposal group classified as held for sale

In August 2015, the Group decided to sell the subsidiary Aristocrat Technologies Africa (Pty) Ltd to align the Group's strategic objectives to achieve Broad Based Black Economic Empowerment specifications. The sale is expected to be completed before the end of September 2016. Following the sale, Aristocrat will sell into South Africa using a distributor.

The following assets and liabilities were reclassified as held for sale in relation to the disposal group as at 30 September 2015:

|  | 2015<br>\$'000 |
|--|----------------|
| <b>Current assets held for sale</b>  |                |
| Cash and cash equivalents  | 3,694          |
| Trade and other receivables  | 9,157          |
| Inventories  | 1,764          |
| <b>Non-current assets held for sale</b>  |                |
| Trade and other receivables  | 26             |
| Property, plant and equipment  | 49             |
| Deferred tax assets  | 151            |
| Intangible assets  | 468            |
| <b>Total assets of disposal group held for sale</b>                                    | <b>15,309</b>  |
| <b>Current liabilities directly associated with assets classified as held for sale</b> |                |
| Trade and other payables   | 1,232          |
| Current tax liabilities  | (517)          |
| Provisions   | 193            |
| <b>Total liabilities of disposal group held for sale</b>                               | <b>908</b>     |

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## Directors' declaration

### for the year ended 30 September 2015

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 59 to 126 are in accordance with the *Corporations Act 2001* including:
  - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
  - (ii) giving a true and fair view of the consolidated entity's financial position as at 30 September 2015 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (c) at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group identified in Note 33 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in Note 33.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given declarations by the Chief Executive Officer and Managing Director and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the Directors.



**Dr ID Blackburne**

Chairman

Sydney

25 November 2015

## Independent Auditor's Report



### Independent auditor's report to the members of Aristocrat Leisure Limited

#### *Report on the financial report*

We have audited the accompanying financial report of Aristocrat Leisure Limited (the company), which comprises the consolidated statement of financial position as at 30 September 2015, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Aristocrat (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at year's end or from time to time during the financial year.

#### *Directors' responsibility for the financial report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

#### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Independence*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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**PricewaterhouseCoopers, ABN 52 780 433 757**  
Darling Park Tower 2, 201 Sussex Street, GPO BOX 2650, SYDNEY NSW 1171  
T: +61 2 8266 0000, F: +61 2 8266 9999, [www.pwc.com.au](http://www.pwc.com.au)  
Liability limited by a scheme approved under Professional Standards Legislation.

## Independent Auditor's Report



### *Auditor's opinion*

In our opinion:

- (a) the financial report of Aristocrat Leisure Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 September 2015 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*.
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

### **Report on the Remuneration Report**

We have audited the remuneration report included in pages 24 to 52 of the directors' report for the year ended 30 September 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

### *Auditor's opinion*

In our opinion, the remuneration report of Aristocrat Leisure Limited for the year ended 30 September 2015 complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

Steve Humphries

Stephen Humphries  
Partner

Sydney  
25 November 2015

Scott Walsh

Scott Walsh  
Partner

Sydney  
25 November 2015

## Shareholder Information

### Distribution of equity securities as at 24 November 2015

| Size of holding                           | Holders of Performance Share Rights <sup>1</sup> | Shareholders  | Number of shares <sup>2</sup> | % of issued capital |
|---|--|---------------|-------------------------------|---------------------|
| 1-1,000                                   | 0  | 6,294         | 2,674,985                     | 0.420               |
| 1,001-5,000                               | 10   | 4,573         | 10,841,560                    | 1.702               |
| 5,001-10,000                              | 19   | 887           | 6,271,553                     | 0.984               |
| 10,001-100,000                            | 19   | 572           | 12,265,581                    | 1.925               |
| 100,001-over                              | 14   | 86            | 605,065,953                   | 94.969              |
| <b>Total</b>                              | <b>62</b>  | <b>12,412</b> | <b>637,119,632</b>            | <b>100.000</b>      |
| Less than a marketable parcel of \$500.00 | 0  | 858           | 10,701                        | 0.002               |

1. All share rights are allocated under the Company's incentive programs to take up ordinary shares in the capital of the Company. These share rights are subject to the rules of the relevant program and are unquoted and non-transferable.
2. Fully paid ordinary shares (excludes unvested performance share rights that have not been converted into shares).

### Substantial shareholders as at 24 November 2015

As at 24 November 2015, the following shareholders were registered by the Company as a substantial shareholder, having notified the Company of a relevant interest in accordance with Section 671B of the *Corporations Act 2001* (Cth), in the voting shares below:

| Name of shareholder            | Number of ordinary shares held | % of issued capital | Date of notice |
|--------------------------------|--------------------------------|---------------------|----------------|
| Commonwealth Bank of Australia | 83,290,953                     | 13.14%              | 01/06/2015     |

# Shareholder Information

## Twenty largest ordinary shareholders as at 24 November 2015

| Name of shareholder                              | Number of ordinary shares held | % of issued capital |
|--|--------------------------------|---------------------|
| HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED        | 127,474,127                    | 20.0079%            |
| CITICORP NOMINEES PTY LIMITED                    | 107,427,949                    | 16.8615%            |
| NATIONAL NOMINEES LIMITED                        | 92,647,168                     | 14.5416%            |
| JP MORGAN NOMINEES AUSTRALIA LIMITED             | 77,415,211                     | 12.1508%            |
| WRITEMAN PTY LIMITED                             | 33,448,107                     | 5.2499%             |
| BNP PARIBAS NOMINEES PTY LTD                     | 29,549,338                     | 4.6380%             |
| THUNDERBIRDS ARE GO PTY LTD                      | 24,177,754                     | 3.7949%             |
| SERIOSO PTY LIMITED                              | 20,366,368                     | 3.1966%             |
| UBS NOMINEES PTY LTD                             | 13,983,115                     | 2.1947%             |
| BNP PARIBAS NOMINEES PTY LTD                     | 13,421,889                     | 2.1067%             |
| MAAKU PTY LIMITED                                | 12,131,440                     | 1.9041%             |
| ARMINELLA PTY LIMITED                            | 10,655,500                     | 1.6724%             |
| RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LTD | 8,902,422                      | 1.3973%             |
| ECA1 PTY LIMITED                                 | 8,667,713                      | 1.3605%             |
| AMP LIFE LIMITED                                 | 5,396,260                      | 0.8470%             |
| SHARE DIRECT NOMINEES PTY LTD                    | 3,143,897                      | 0.4935%             |
| BOND STREET CUSTODIANS LIMITED                   | 2,495,950                      | 0.3918%             |
| ARGO INVESTMENTS LIMITED                         | 2,485,130                      | 0.3901%             |
| AUSTRALIAN EXECUTOR TRUSTEES LIMITED             | 2,246,787                      | 0.3526%             |
| UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD | 1,526,350                      | 0.2396%             |

## Voting Rights

At meetings of shareholders, each shareholder may vote in person or by proxy, attorney or (if the shareholder is a body corporate) corporate representative. On a show of hands, every person present who is a shareholder or a representative of a shareholder has one vote and on a poll every shareholder present in person or by proxy or attorney has one vote for each fully paid ordinary share. Performance share right holders have no voting rights.

## Regulatory Considerations affecting Shareholders

Aristocrat Leisure Limited and its subsidiaries could be subject to disciplinary action by gaming authorities in some jurisdictions if, after receiving notice that a person is unsuitable to be a shareholder, that person continues to be a shareholder. Because of the importance of licensing to the Company and its subsidiaries, the Constitution contains provisions that may require shareholders to provide information and also gives the Company powers to divest or require divestiture of shares, suspend voting rights and withhold payments of certain amounts to shareholders or other persons who may be unsuitable.

## Shareholder enquiries

You can access information about Aristocrat Leisure Limited and your holdings via the internet. Aristocrat's website, [www.aristocratgaming.com](http://www.aristocratgaming.com), has the latest information on Company announcements, presentations and reports. Shareholders may also communicate with the Company via its website. In addition, there is a link to the Australian Securities Exchange to provide current share prices. The share registry manages all your shareholding details. Visit [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au) and access a wide variety of holding information, make changes to your holding record and download forms. You can access this information via a security login using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

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## Shareholder Information

### Dividends

#### Electronic Funds Transfer

In 2007, the Company introduced a mandatory direct payment of dividends program for shareholders resident in Australia who were requested to complete and submit a *Direct Credit of Dividends Form* (available from the Company's website) and return it to the Company's share registrar. Shareholders who have not completed and returned this form will receive a notice from the Company's share registrar advising that:

- (i) the relevant dividend amount is being held as direct credit instructions have not been received;
- (ii) the relevant dividend will be credited to the nominated bank account as soon as possible on receipt of direct credit instructions; and
- (iii) no interest is payable on the dividend being withheld.

Such notices are sent to shareholders who have not completed and submitted a *Direct Credit of Dividends Form* on the record date of the relevant dividend.

#### Dividend Cheques

Dividend cheques (shareholders resident outside Australia) should be banked as soon as conveniently possible.

#### Dividend Reinvestment Plan

The Directors consider whether the Company's Dividend Reinvestment Plan (DRP) should operate each time a dividend is declared.

The DRP Rules and the '*Dividend Reinvestment Plan Application or Variation Form*' are available from the Company's share registrar, Boardroom Limited, on +61 2 9290 9682 or email [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au).

Shareholders should note that: (i) Shareholders who elect to participate in the DRP and who do not revoke their elections will automatically participate on the next occasion the DRP is activated; (ii) the fact that the DRP operated in respect of any dividend does not necessarily mean that the DRP will operate in respect of any further dividends (a separate decision is made for each dividend); and (iii) when the DRP does operate, the DRP rules provide that the number of shares that DRP participants will receive will not be determinable on the Record Date determined by the Board.

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## Corporate Directory

### Directors

#### ID Blackburne

Non-Executive Chairman

#### JR Odell

Chief Executive Officer  
and Managing Director

#### DCP Banks

Non-Executive Director

#### KM Conlon

Non-Executive Director

#### RA Davis

Non-Executive Director

#### RV Dubs

Non-Executive Director

#### SW Morro

Non-Executive Director

#### Company Secretary

A Korsanos

### Global Headquarters

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Australia  
Telephone: + 61 2 9013 6300  
Facsimile: + 61 2 9013 6200

### Internet Site

[www.aristocratgaming.com](http://www.aristocratgaming.com)

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Telephone: + 61 2 9013 6300  
Facsimile: + 61 2 9013 6200

### The Americas

#### North America

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Facsimile: + 1 702 270 1001

Video Gaming Technologies, Inc.  
308 Mallory Station Road  
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Facsimile: + 1 615 372 1099

#### South America

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Facsimile: + 5411 4708 5454

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### Europe

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Facsimile: + 44 1895 618 501

### New Zealand

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Facsimile: + 649 259 2001

### South Africa

Aristocrat Technologies Africa (Pty)  
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70 Saturn Crescent, Cnr. Milk Way  
Linbro Business Park  
Frankenwald Extension 31  
South Africa 2090  
Telephone: + 27 11 997 4200  
Facsimile: + 27 11 608 0030

### Investor Contacts

#### Share Registry

Boardroom Limited  
Level 7, 207 Kent Street  
Sydney NSW 2000 Australia  
Telephone: + 61 2 9290 9682  
Fax: + 61 2 9279 0664  
Email:  
[enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)  
Website:  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

#### Auditor

PricewaterhouseCoopers  
201 Sussex Street  
Sydney NSW 1171 Australia

### Stock Exchange Listing

Aristocrat Leisure Limited  
Ordinary shares are listed on the  
Australian Securities Exchange  
CODE: ALL

### Investor Email Address

Investors may send email queries to:  
[investor.relations@ali.com.au](mailto:investor.relations@ali.com.au)

[aristocrat.com.au](http://aristocrat.com.au)

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