



23 January 2017

Company Announcements Office
Australian Securities Exchange Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Aristocrat Leisure Limited
Notice of 2017 Annual General Meeting

In accordance with Listing Rule 3.17, please find attached the Notice of Meeting and Proxy Form for the Company's Annual General Meeting, to be held on Monday, 27 February 2017.

The Annual Report for the 12 months ended 30 September 2016 was previously released to the ASX on 22 December 2016.

These documents will be dispatched to shareholders today in accordance with their elections.

These documents are also available on the Group's website at www.aristocrat.com.

Yours sincerely

A handwritten signature in black ink, appearing to read "A Korsanos".

A Korsanos
Chief Financial Officer &
Company Secretary



ARISTOCRAT LEISURE LIMITED

NOTICE OF 2017 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Monday, 27 February 2017 at 11.00am (Sydney time)

2017 ANNUAL GENERAL MEETING

Dear shareholder

2017 ANNUAL GENERAL MEETING

On behalf of the Board, I am pleased to invite you to attend the 2017 Annual General Meeting of Aristocrat Leisure Limited (Company or Aristocrat) which has been scheduled as follows:

Date: Monday, 27 February 2017

Time: 11.00am (Sydney time) with registration and the showroom open from 10.00am

Location: Aristocrat Head Office, Building A, Pinnacle Office Park, 85 Epping Road, North Ryde, New South Wales, 2113

A map and transportation instructions follow for your information.

The Company's showroom will be open from 10.00am and I invite you to come and see our exciting range of games which will be on display.

If you would like to attend the Meeting, please bring the enclosed proxy form with you, as the barcode printed on it will assist your registration and admission.

The Notice of Meeting in the following pages details the business of the Meeting and, together with the Explanatory Statement, contains important information in relation to the matters to go before shareholders.

Shareholders unable to attend the Meeting will be able to watch and listen to proceedings via webcast which will be accessible from a link on the Company's website. Please note that viewing the webcast does not count as attendance at the Meeting.

If you are unable to attend the Meeting but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 11.00am on Saturday, 25 February 2017.

We have also enclosed a form for those who cannot attend the Meeting but would like to submit questions on any shareholder matters that may be relevant to the Meeting.

Overview of the year ending 30 September 2016

Aristocrat reported outstanding performance over the 2016 fiscal year, further extending the business' trajectory of consistent and high quality growth in NPATA (net profit after tax and before amortisation of acquired intangibles). Group revenue increased in an otherwise flat market by more than 34% in reported terms and 30% in constant currency, to a record for our business of over \$2 billion. Once again, this progress was achieved through Aristocrat's industry leading product portfolio and operational performance, which drove market share growth and improved returns across our core segments in Class II, Class III and Digital social gaming.

The business' robust balance sheet ensures Aristocrat can continue to promote shareholders' longer-term interests by investing for growth both organically and inorganically, wherever compelling, accretive opportunities are identified. Aristocrat's sustained momentum, strong cash flows and swift progress in reducing gearing levels over the course of the 2016 fiscal year have also allowed the Board to deliver a significant increase in earnings per share, consistent with our commitment to lift dividends over time.

The Board has made excellent progress in implementing and delivering on its plan to renew in an orderly way, and to expand the Board's overall skill set. Over the course of the calendar year, the Board welcomed Arlene Tansey, Sylvia Summers Couder and Pat Ramsey, who collectively contribute valuable expertise in strategy, corporate and investment banking, high tech industry, digital technology and gaming (specifically in the Group's largest market of North America). The Board supports the election of these new Directors by shareholders at the Annual General Meeting on Monday, 27 February 2017.

People and culture continued to be a key focus for the business throughout 2016. Highlights included a further increase in global staff engagement and the rollout of significant leadership and organisational development initiatives, to support Aristocrat's growth ambitions.

While coming after the end of the 2016 fiscal year, it is relevant to note the CEO leadership transition announced in early November. The Board was delighted to name Trevor Croker CEO Elect, to take over from Jamie Odell on 1 March 2017. The

2017 ANNUAL GENERAL MEETING

appointment of a highly regarded internal leader to succeed Jamie underlines both the quality of Aristocrat's executive ranks and the importance the Board places in ensuring appropriate continuity in terms of strategy, momentum and culture, in the interests of shareholders and other key stakeholders.

In short, fiscal year 2016 has been another highly successful and rewarding year for Aristocrat. I encourage shareholders to attend the Annual General Meeting on Monday, 27 February 2017, which will be an opportunity to meet Trevor Croker and farewell Jamie Odell after a remarkably successful tenure that has transformed the business and delivered significant rewards for shareholders.

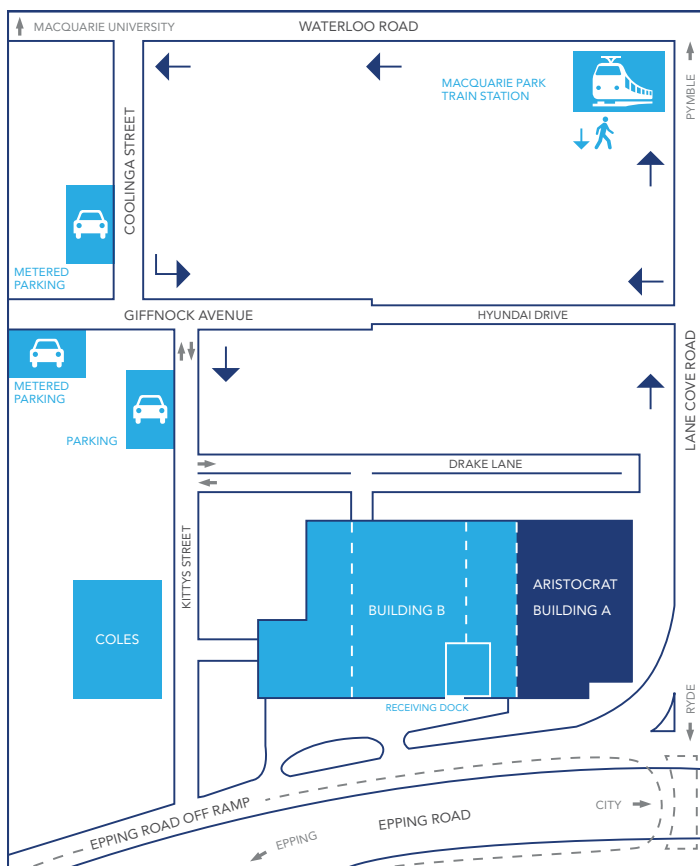
Thank you for your continued interest, and support.

Yours sincerely



Ian Blackburn
Chairman

NOTICE OF 2017 ANNUAL GENERAL MEETING



MAP AND TRANSPORT

Parking

Metered street parking is available on Giffnock Avenue and Coolingga Street. Limited free parking is also available on Kitty's Street.

Public transport

The Aristocrat Head Office is less than a five minute walk from Macquarie Park train station (part of the Epping to Chatswood rail line).

Macquarie Park is also serviced by over 30 bus routes.

For more specific information about public transport routes and timetables, contact NSW Transport on 131 500 or visit Transportnsw.info

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (Meeting) of the shareholders of Aristocrat Leisure Limited (Company or Aristocrat) will be held at the time and location, and to conduct the business, specified below:

- Date:** Monday, 27 February 2017
- Time:** 11.00am (Sydney time) with registration and the showroom open from 10.00am
- Location:** Aristocrat Head Office
Building A, Pinnacle Office Park
85 Epping Road
North Ryde, New South Wales, 2113

For shareholders unable to attend the Meeting, you will be able to watch and listen to the business of the Meeting via webcast. Viewing the webcast does not count as attendance at the Meeting. For further information about the webcast, please visit the Company's website, www.aristocrat.com

The Explanatory Statement to this Notice of Meeting provides further details.

BUSINESS OF THE MEETING

- Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 September 2016.

- Resolution 1: Appointment of Director - Mrs A Tansey

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mrs A Tansey, in accordance with clause 13.8 of the Constitution of the Company, be appointed as a Director of the Company."

Note: Information about Mrs Tansey appears in the Explanatory Statement to this Notice of Meeting.

- Resolution 2: Appointment of Director - Mrs S Summers Couder

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mrs S Summers Couder, in accordance with clause 13.8 of the Constitution of the Company, be appointed as a Director of the Company."

Note: Information about Mrs Summers Couder appears in the Explanatory Statement to this Notice of Meeting.

- Resolution 3: Appointment of Director - Mr P Ramsey

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr P Ramsey, in accordance with clause 13.8 of the Constitution of the Company, be appointed as a Director of the Company."

Note: Information about Mr Ramsey appears in the Explanatory Statement to this Notice of Meeting.

- Resolution 4: Re-election of Director - Mr DCP Banks

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr DCP Banks who, in accordance with clause 13.3 of the Constitution of the Company and the ASX Listing Rules, retires from office by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Note: Information about Mr Banks appears in the Explanatory Statement to this Notice of Meeting.

- Resolution 5: Re-election of Director - Ms K Conlon

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Ms K Conlon who, in accordance with clause 13.3 of the Constitution of the Company and the ASX Listing Rules, retires from office by rotation and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."

Note: Information about Ms Conlon appears in the Explanatory Statement to this Notice of Meeting.

- Resolution 6: Approval for the grant of Performance Share Rights to the Incoming Chief Executive Officer and Managing Director under the Long Term Incentive Plan

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Trevor Croker, Incoming Chief Executive Officer and Managing Director, be granted a maximum of 62,838 Performance Share Rights pursuant to the Company's Long Term Incentive Program, in the manner set out in the Explanatory Statement to this Notice of Meeting and that this be approved for all purposes, including for the purpose of ASX Listing Rule 10.14."

Voting exclusion: The Company will disregard any votes cast on this resolution:

- by or on behalf of Mr Croker and any of his associates;
- as a proxy by a member of the Company's Key Management Personnel (KMP) at the date of the Meeting or their closely related parties,

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unless the vote is cast as a proxy for a person permitted to vote on Resolution 6 who has either:

- directed the proxy how to vote; or
 - appointed the person chairing the Meeting as proxy, having expressly authorised the chair of the Meeting to vote on this resolution even though it is connected with the remuneration of KMP.
- **Resolution 7: Remuneration Report**

To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

"That the Remuneration Report for the Company (included in the Directors' Report) for the year ended 30 September 2016 be adopted."

Voting exclusion: The Company will disregard votes cast on this resolution by or on behalf of a member of KMP (details of whose remuneration are included in the Remuneration Report for the year ended 30 September 2016) or their closely related parties, other than as a proxy for a person permitted to vote on Resolution 8 who has either:

- directed the proxy how to vote; or
- appointed the person chairing the Meeting as proxy and directed the proxy to vote as the proxy decides, having expressly authorised the chair of the Meeting to vote on this resolution even though it is connected with the remuneration of KMP.

- **Resolution 8: Amendments to Constitution**

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That the Constitution of the Company be amended with effect from the end of the Meeting in the manner set out in the Explanatory Statement to this Notice of Meeting."

- **Resolution 9: Reinsertion of proportional takeover approval provisions**

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That the Company reinsert the proportional takeover approval provisions in clause 26 of the Company's Constitution for a period of three years from the date of this resolution."

By order of the Board.



A Korsanos
Company Secretary
23 January 2017

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTES

These Notes and the following Explanatory Statement form part of the Notice of Meeting.

If you are unable to attend the Meeting but wish to appoint a proxy, please complete and return the enclosed proxy form so that it is received prior to 11.00am on Saturday, 25 February 2017. You can do this online or by returning it to our share registry, Boardroom Pty Limited. Details of how to complete and submit the proxy form are included on the proxy form.

A form is also enclosed for those who cannot attend the Meeting but would like to submit questions on any shareholder matters that may be relevant to the Meeting. The more frequently raised shareholder issues will be addressed by the Chairman during the course of the Meeting.

Determination of entitlement to attend and vote

For the purposes of determining an entitlement to vote at the Meeting, shares will be taken to be held by the persons who are registered as shareholders at 11.00am (Sydney time) on Saturday, 25 February 2017.

Proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. If a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

An instrument appointing a proxy must be signed by the shareholder appointing the proxy or by the shareholder's attorney duly authorised in writing or, if the shareholder is a corporation, in accordance with the *Corporations Act 2001* (Cth) (the Act) and the shareholder's constitution. A proxy need not be a shareholder of the Company and may be an individual or body corporate. A proxy has the same rights as a shareholder to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

A proxy form which is signed under power of attorney or other authority must be accompanied by that power of attorney or authority or a copy of that power of attorney or authority certified as a true copy by statutory declaration, unless it has previously been provided to and been accepted by the share registry.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of shareholders shall be accepted to the exclusion of the others.

Shareholders who have appointed a proxy may still attend the Meeting. However, the proxy's rights to speak and vote are suspended while the shareholder is present.

The Company encourages all shareholders who submit proxies to direct their proxy whether to vote for or against or to abstain from voting on each resolution. **The Chairman of the Meeting intends to vote all undirected proxies in favour of all of the resolutions.**

If a proxy holder does not attend the Meeting or does not vote on a resolution, the directed proxies will be redirected to the Chairman, who will vote in accordance with the shareholder's directions.

An instrument appointing a proxy must be lodged as follows by no later than 11.00am (Sydney time) on Saturday, 25 February 2017 in order to be effective:

- online, by following the instructions on the proxy form accompanying this Notice of Meeting;
- by mail, addressed to Aristocrat Leisure Limited, C/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001, Australia;
- by fax to the share registry, Boardroom Pty Limited, fax (61) 2 9290 9655; or
- in person to the share registry, Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000, Australia.

Corporate representatives

A body corporate which is a shareholder or which has been appointed as a proxy may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been provided to and been accepted by the share registry.

If such evidence is not received prior to the commencement of the Meeting, then the individual will not be permitted to act as the shareholder's representative or representative of the shareholder's proxy.

Voting

On a resolution decided by a show of hands, every shareholder who is present in person or by proxy, representative or attorney will have one vote. Where a proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands on that resolution.

Upon a poll, every shareholder who is present in person or by proxy, representative or attorney will have one vote for each share held by that shareholder.

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of the Company with information to assess the merits of the proposed resolutions in the accompanying Notice of Meeting.

The Directors recommend that shareholders read the Explanatory Statement in full before making any decision in relation to the following.

Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 September 2016 (which includes all the financial statements and notes), Directors' Report and the Auditor's Report. The Financial Report, Directors' Report and Auditor's Report are set out in the Company's Annual Report. Shareholders who elected to receive a printed copy of the Annual Report should have received the Annual Report with this Notice of Meeting. The Annual Report is available from the Company website, www.aristocrat.com.

While shareholders are not required to vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the Meeting to raise questions on the reports. The Auditor will be in attendance at the Meeting and can answer questions on the conduct of the audit and the contents of the Auditor's Report.

Resolution 1: Appointment of Director – Mrs A Tansey

Brief biographical details of Mrs Tansey are set out below:

Age: 59 years

Occupation: Company Director

Academic and professional qualifications: Bachelor of Business Administration, Pace University; Masters of Business Administration, New York University School of Business; Juris Doctor, University of Southern California

Mrs Tansey was nominated to be a Director (Elect) of the Company from 31 March 2016, subject to the receipt of relevant regulatory pre-approvals. These regulatory pre-approvals were subsequently received and Mrs Tansey's appointment as a Non-Executive Director of the Company was confirmed on 21 July 2016, subject to shareholder approval at the 2017 Annual General Meeting.

Mrs Tansey has over 25 years' experience as a senior executive in business, corporate and investment banking and financial services gained in Australia and the United States and extensive experience as a company director.

Mrs Tansey is currently a Non-Executive Director of Adelaide Brighton Limited, Primary Health Care Limited, Lend Lease Investment Management and Infrastructure New South Wales. She is a Member of Chief Executive Women and a Fellow of the Australian Institute of Company Directors.

The Board of Directors (other than Mrs Tansey because of her interest) supports the appointment of Mrs Tansey as a Director of the Company and recommends that shareholders vote in favour of resolution 1.

Resolution 2: Appointment of Director – Mrs S Summers Couder

Brief biographical details of Mrs Summers Couder are set out below:

Age: 64 years

Occupation: Company Director

Academic and professional qualifications: Diploma in Electronic Engineering, Ecole Polytechnique Feminine; Master's degree in Electrical Engineering and Computer Sciences, University of California, Berkeley; Cycle de Perfectionnement Option (Equivalent MBA), Thomson CSF/Thales

Mrs Summers was nominated to be a Director (Elect) of the Company from 26 August 2016, subject to the receipt of relevant regulatory pre-approvals. These regulatory pre-approvals were subsequently received and Mrs Summers' appointment as a Non-Executive Director of the Company was confirmed on 22 September 2016, subject to shareholder approval at the 2017 Annual General Meeting.

Mrs Summers has over 35 years' experience as a senior executive in the high tech industry, being a former Chief Executive Officer of Trident Microsystems Inc. and having held a variety of senior management positions in research and development, operations and marketing, managing large global teams. Mrs Summers has worked in the U.S., Asia and Europe and currently resides in the U.S.

Mrs Summers Couder has extensive experience as a company director having been a Non-Executive Director of seven publicly traded U.S. companies and a Non-Executive Director of Alcatel-Lucent SA, and is currently a Non-Executive Director of Semtech Corporation and Headwaters Inc.

The Board of Directors (other than Mrs Summers Couder because of her interest) supports the appointment of Mrs Summers Couder as a Director of the Company and recommends that shareholders vote in favour of resolution 2.

EXPLANATORY STATEMENT

Resolution 3: Appointment of Director – Mr P Ramsey

Brief biographical details of Mr Ramsey are set out below:

Age: 42 years

Occupation: Company Director

Academic and professional qualifications: Mr Ramsey graduated cum laude from Harvard with a Bachelor's Degree in Economics and has an MBA from the Kellogg School of Management at Northwestern University.

Mr Ramsey was nominated to be a Director (Elect) of the Company from 13 September 2016, subject to the receipt of relevant regulatory pre-approvals. These regulatory pre-approvals were subsequently received and Mr Ramsey's appointment as a Non-Executive Director of the Company was confirmed on 28 October 2016, subject to shareholder approval at the 2017 Annual General Meeting.

Mr Ramsey originally joined Aristocrat in 2016 as the Chief Digital Officer, overseeing all aspects of our online business. Mr Ramsey has spent over 14 years in the gaming industry, having worked in both land-based casino operations and in casino gaming technology. He was the CEO of Multimedia Games, and prior to joining Multimedia, served in a variety of roles for Caesars Entertainment in various jurisdictions around the United States.

The Board of Directors (other than Mr Ramsey because of his interest) supports the appointment of Mr Ramsey as a Director of the Company and recommends that shareholders vote in favour of resolution 3.

Resolution 4: Re-election of Director – Mr DCP Banks

Mr DCP Banks is submitting himself for re-election at the Meeting.

Brief biographical details of Mr DCP Banks are set out below:

Age: 65 years

Occupation: Company Director

Academic and professional qualifications: Bachelor of Business, Monash University.

Mr Banks was nominated to be elected as a Director of the Company in October 2010, and appointed effective July 2011. He is a member of the Regulatory and Compliance Committee and Chair of the Audit and Risk Committee.

Mr Banks has over 25 years' experience in the industrial, entertainment and gaming industries in financial, operating and strategic planning roles, including as Chief Executive (Casinos Division) of Tabcorp Holdings Limited and as Chief Executive Officer of Star City Holdings Limited. Mr Banks was most recently Group Chief Operating Officer of Galaxy Entertainment Group based in Macau.

Mr Banks is one of a small number of executives in Australia with deep gaming experience. He has been the President of the Australasian Casinos Association and a Director of the Australian Gaming Council.

The Board of Directors (other than Mr Banks because of his interest) supports the re-election of Mr Banks as a Director of the Company and recommends that shareholders vote in favour of resolution 4.

Resolution 5: Re-election of Director – Ms K Conlon

Ms K Conlon is submitting herself for re-election at the Meeting.

Brief biographical details of Ms Conlon are set out below:

Age: 53 years

Occupation: Company Director

Academic and professional qualifications: Bachelor of Economics (Distinction), Northwestern University & MBA, Kellogg Graduate School of Management.

Ms Conlon was nominated to be elected as a Director of the Company in January 2014, and appointed effective February 2014.

Ms Conlon brings over 20 years' experience of professional management consulting experience. She is a recognised thought leader in the fields of strategy and business improvement and has advised leading companies across a wide range of industries and countries. In her seven years as a partner and Director of the Boston Consulting Group (BCG), Ms Conlon led BCG's Asia Pacific Operations Practice and, previously, the Sydney Office.

Ms Conlon is a Non-Executive Director of REA Group Limited and Lynas Corporation Limited, and a former Non-Executive Director of CSR Limited. She is a member of Chief Executive Women, a Non-Executive Director of the Benevolent Society, Chair of the Audit Committee for the Commonwealth Department of Health, a former President of the NSW Council and a former National Board member of the Australian Institute of Company Directors.

Ms Conlon is a member of the Human Resources and Remuneration Committee and the Regulatory and Compliance Committee.

The Board of Directors (other than Ms Conlon because of her interest) supports the re-election of Ms Conlon as a Director of the Company and recommends that shareholders vote in favour of resolution 5.

EXPLANATORY STATEMENT

Resolution 6: Approval for the grant of Performance Share Rights to the Incoming Chief Executive Officer and Managing Director under the Long Term Incentive Program

CEO transition

As announced to the market on 9 November 2016, the Board has appointed Trevor Croker as CEO (Elect) and will work with Mr Odell to transition into the position of Chief Executive Officer with effect from 1 March 2017. Subject to the receipt of the necessary regulatory pre-approvals, Mr Croker's appointment as CEO and Managing Director of the Company will commence on 1 March 2017 and Mr Croker will also be appointed to the Aristocrat Board as an Executive Director.

Mr Croker's remuneration structure will align with US practice, noting that he will relocate to the U.S. in the new year. The key terms and conditions of Mr Croker's employment agreement as Chief Executive Officer (Elect) were released to the market on 9 November 2016, but for completeness below is a high level summary:

- Total Fixed Remuneration of AUD \$1.1 million (inclusive of salary, superannuation and other benefits). This component is subject to annual review.
- Mr Croker's pay will be structured on a 41% fixed and 59% at-risk basis.
- Entitled to participate in Aristocrat's short-term incentive (STI) plan. For the financial year ending 30 September 2017, Mr Croker will be eligible to receive an STI award with an on-target value of \$600,000 per annum from 1 March 2017.
- Up to 50% of the STI may be in the form of deferred equity - this supports sustained performance and more closely aligns the interests of executives and shareholders.
- Entitled to participate in Aristocrat's long-term incentive program. Subject to shareholder approval, Mr Croker will be granted an LTI award with a target value of \$1,000,000 for the financial year ending 30 September 2017. The LTI award will be granted in the form of performance share rights (PSRs). Further information about the LTI award is set out below.

Overview of the Long Term Incentive Program (LTIP)

Aristocrat's policy on senior executive remuneration is designed to remunerate senior executives for increasing shareholder value and for achieving financial targets and business strategies (thereby creating alignment between interests of executives and shareholders). As a global organisation, it is also set to attract, retain and motivate appropriately qualified and experienced executives in each relevant labour market.

Consistent with this policy, the Board believes that it is in

shareholders' interests to provide the CEO with an equity-based long-term incentive to ensure there is alignment between returns to shareholders and the rewards for the CEO. The Board is of the view that Aristocrat's remuneration policies and structures are operating effectively and are consistent with shareholders' interests.

In the same way as other participants, LTI is currently awarded in the form of PSRs which may vest subject to the terms of Aristocrat's LTIP rules and subject to applicable hurdles.

In recognition of the fact that North America generates Aristocrat's largest revenues and offers the business its most significant strategic opportunities, Mr Croker will relocate to the U.S. in the new year to take up the CEO role. In that context, the Board selected a service (time) based hurdle in relation to 40% of Mr Croker's 2017 LTI grant on the basis that it aligns with US practice and ensures that Aristocrat's LTIP is competitive relative to peers, particularly those in the US with whom Aristocrat competes for talent, who have elements of service based vesting (restricted stock). The hurdles applicable to the 2017 LTI grant to Mr Croker will therefore be 60% performance based and 40% service (time) based.

Approvals sought

Shareholder approval is being sought for the grant of a maximum of 62,838 PSRs to Trevor Croker under the Company's LTIP. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval is obtained for the acquisition of securities by a director under an employee incentive scheme.

Specific terms of the CEO's grant

The Board proposes that the CEO be granted 62,838 PSRs under the LTIP for his 2017 award.

The Board has determined Trevor Croker's long term incentive opportunity for the 2017 award is \$1,000,000 (LTI Opportunity) representing 37% of his total target reward for that year.

The actual number of PSRs to be granted to Mr Croker was determined by:

- (a) calculating the 'face value' of the Company's shares based on the volume-weighted average price for the 5 trading days up to and including 30 September 2016 (the day before the start of the performance period) which was \$15.9137 (Face Value); and
- (b) dividing the LTI Opportunity by the Face Value and rounding to the nearest whole figure.

EXPLANATORY STATEMENT

Overview of key terms of Aristocrat's LTIP and PSRs granted under LTIP

The LTIP provides eligible employees an opportunity to receive fully paid ordinary shares in Aristocrat on vesting of PSRs, subject to meeting certain vesting conditions within a set performance period.

The key terms of PSRs granted under the LTIP are set out below:

Vesting conditions	<ul style="list-style-type: none">- Vesting conditions will apply to the PSRs as outlined in Appendix A to this Explanatory Statement.
Testing and vesting	<ul style="list-style-type: none">- Grants under the LTIP will be tested at the end of the applicable performance period. No retesting will occur. If the relevant vesting conditions are satisfied at the end of the performance period then PSRs will vest.- Each PSR which vests will be converted into one fully paid ordinary share in the Company. No amounts will be payable by the participants upon vesting of the PSRs.- If the relevant vesting conditions are not satisfied at the end of the performance period then the PSRs will lapse.- Once the PSRs have vested, the Board will decide at that time whether to purchase the shares required on-market or to issue new shares.
Ranking of shares	Upon vesting of the PSRs, shares received by participants will rank equally with ordinary shares currently on issue.
Voting and dividend rights	<ul style="list-style-type: none">- PSRs do not carry any voting rights and participants are not entitled to dividends until PSRs have vested and converted into ordinary shares.- Shares allocated on vesting of the PSRs will carry full dividend and voting rights from the date of allocation.

Change of control event

- There is no automatic vesting of PSRs on a change of control. The Board will (in its discretion) determine the appropriate treatment regarding PSRs in the event of a change of control.
- Where the Board does not exercise this discretion, there will be a pro rata vesting of PSRs based on the proportion of the performance period that has passed at the time of the change of control event.

Reorganisation event

In the event of any reorganisation of the issued ordinary capital of the Company, PSRs will be reconstructed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Participating in capital raising

A participant may only participate in new issues of securities if ordinary shares have been allocated to the participant in accordance with the LTIP Rules, before the date for determining entitlements to the issue.

Cessation of employment

If a participant in the LTIP ceases employment with the Company before the vesting conditions are tested, then any PSRs will ordinarily lapse. If the cessation is due to death or redundancy, PSRs will vest subject to the Board's discretion otherwise. Where a participant acts fraudulently, dishonestly, or is in the Board's opinion, in breach of his or her obligations to the Company, then any unvested PSRs will always lapse.

Trading restrictions

- A participant may not sell, transfer, mortgage or otherwise deal with or encumber any PSRs.
- Shares allocated on vesting of the PSRs will be subject to the Company's share trading policy.

A more detailed summary of the terms of the Company's LTIP is contained in the Company's Remuneration Report.

EXPLANATORY STATEMENT

Disclosures made for the purposes of the Listing Rules

- (a) If approval is obtained under ASX Listing Rule 10.14, approval under ASX Listing Rule 7.1 is not required.
- (b) As approved by shareholders at the 2016 Annual General Meeting, 282,592 PSRs were allocated at no cost to Mr Odell (as the then CEO) during 2016.
- (c) The maximum number of PSRs that can be awarded to Mr Croker (as incoming CEO) under this approval is 62,838. Subject to achievement of vesting conditions, this means that the maximum number of fully paid ordinary shares which can be awarded to Mr Croker on vesting on the approved PSRs is 62,838.
- (d) The price payable on the issue or exercise of each PSR is nil.
- (e) Mr Croker (when appointed) and Mr Odell are the only Directors entitled to participate in the LTIP.
- (f) No Directors (other than Mr Odell) have received PSRs under the LTIP since the last approval given by shareholders under ASX Listing Rule 10.14 (namely, at the 2016 Annual General Meeting).
- (g) There is no loan in relation to the proposed award of PSRs to Mr Croker.
- (h) The PSRs that are awarded Mr Croker following shareholder approval are intended to be issued no later than 12 months after the Meeting.

In the Non-Executive Directors' view, it is in the best interest of shareholders to approve the PSR grant to Trevor Croker on these terms because they appropriately align Mr Croker's remuneration with the interests of shareholders.

The Board of Directors recommend that shareholders vote in favour of resolution 6.

Resolution 7: Remuneration Report

Section 300A of the Act requires the disclosure, in a dedicated part of the Directors' Report under the heading 'Remuneration Report', of the remuneration paid to the KMP of a listed company.

The Remuneration Report for the year ended 30 September 2016 is set out in the Directors' Report which forms part of the Annual Report. It is also available on the Company's website, www.aristocratgaming.com.

Shareholders of the Company are asked to adopt the Remuneration Report, which sets out, in detail, the Company's policy for determining the remuneration for its Directors and other KMP, including:

- senior executive remuneration philosophy and framework;
- an explanation of the Board's policies in relation to the objectives and structure of remuneration;

- remuneration outcomes in FY2016 and link to business strategy and Group performance;
- a detailed summary of vesting conditions, why they were chosen and how performance is measured against them; and
- the remuneration details for each Non-Executive Director and for each of the Executive KMP of the Company.
- A reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting.

In accordance with the Act, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and KMP.

Noting that each Director has a personal interest in his or her own remuneration from the Company as described in the Remuneration Report, the Board of Directors recommends that shareholders vote in favour of resolution 7.

Resolution 8: Amendments to Constitution

It is proposed that the Company's constitution be amended to increase the maximum number of Directors permitted on the Board and to update the Director election provisions. The proposed amendments are set out in Appendix B to this Explanatory Statement.

Increase in cap on aggregate number of Directors

During FY2016, the Board undertook a review of its structure and composition, to manage retirements and succession planning, managing retirements in an orderly way and to expand the Board's skills sets. As a consequence, the Board appointed Mrs Arlene Tansey, Mrs Sylvia Summers Couder and Mr Pat Ramsey as new Non-Executive Directors of Aristocrat in 2016.

Clause 13.1 of the constitution sets the maximum number of Directors at ten. The Board currently has ten Directors, including the current Group Chief Executive Officer & Managing Director. Accordingly, shareholder approval is being sought to increase this maximum limit to twelve Directors.

The Board considers the proposed increase to be reasonable in Aristocrat's current circumstances and supports the following:

- managing orderly succession planning and effective transition arrangements that are fundamental to a high performing Board;
- ensuring that collectively the Board has and provides the skill-set necessary and appropriate to the strategic priorities, scope, complexity and global nature of Aristocrat's business to effectively both discharge its responsibilities and add value to Aristocrat; and

EXPLANATORY STATEMENT

- maintaining the Board's efficiency and cohesion in carrying out its governance duties on behalf of shareholders.

It is not intended that the number of Directors on the Board be necessarily increased to twelve. However, Board composition is an ongoing matter for review by the Directors, to ensure that the above factors are satisfied. The Board considers that it is sensible for some buffer to be built into the constitution limit by increasing the maximum to twelve Directors.

Director election process

Clause 13.9 of the Company's constitution states that if the Board appoints a director, that director will only hold office until the end of the next annual general meeting of the Company and is then eligible for election by shareholders. Shareholder approval is being sought to amend clause 13.9 to confirm that the CEO does not need to seek election.

This proposed change more closely reflects ASX Listing Rule 14.4 and is more in line with market practice.

The Board of Directors recommend that shareholders vote in favour of resolution 8.

Resolution 9: Re-insertion of proportional takeover approval provisions

A proportional takeover offer is a takeover offer where the offer made to each member of a company is only for a proportion of that member's shares. The Constitution contains proportional takeover approval provisions (clause 26). These came into effect on 3 May 2011 when the current constitution was adopted by shareholders.

Under the Act, proportional takeover approval provisions expire three years from adoption or renewal and may then be renewed. These proportional takeover provisions were last renewed at the Company's AGM on 19 February 2014 and, accordingly, will cease to operate from 20 February 2017. The Board is seeking shareholder approval to re-insert the proportional takeover approval provisions in the Constitution. The proposed proportional takeover provisions are identical to those adopted in 2011 and renewed in February 2014.

The Act requires that the following information is disclosed in this notice:

Effect

If a takeover offer is made under a proportional takeover bid, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on more than 14 days before the last day of the bid period (or such later date as

is approved by the Australian Securities and Investments Commission).

Each member has one vote for each fully paid share held. Each partly paid share carries a fraction of a vote, reflecting the amount paid up. The vote is decided on a simple majority. The bidder and its associates are not allowed to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with other provisions of the Act and the Constitution.

The Directors breach the Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions set out above do not apply to full takeover offers and will only apply until three years after the date of renewal. The provisions may be renewed again, but only by a special resolution of shareholders.

Reasons

A proportional takeover bid involves an offer for only a proportion of each member's securities. This may allow control of the Company to pass without shareholders having the chance to sell all their securities to the bidder. This may assist a bidder to take control of the Company without payment of an adequate control premium. The approval provisions will allow shareholders to decide collectively if a proportional offer is acceptable in principle and will assist in ensuring that any partial offer is appropriately priced. At the date this notice was prepared, no Director is aware of a proposal by a person to acquire (or to increase) a substantial interest in the Company.

Potential advantages and disadvantages

Whilst similar proportional takeover approval provisions have been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the members, respectively, during this period.

The Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

EXPLANATORY STATEMENT

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders to avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover offer and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover offers for securities in the Company may be discouraged;
- shareholders may lose an opportunity of selling some (but not all) of their securities at a premium; and
- the chance of a proportional takeover being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

The Board recommends that shareholders vote in favour of resolution 9.

APPENDIX A

VESTING CONDITIONS FOR THE GRANT TO BE MADE TO THE INCOMING CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

The Board has determined that the following vesting conditions should be applied to the 2017 grant to Mr Croker, as the Incoming CEO:

- (a) total shareholder return (TSR) of the Company relative to the return of the constituents of the S&P/ASX 100 Index at the commencement of the performance period (Relative TSR) - in relation to thirty percent (30%) of the PSRs granted;
- (b) growth in earnings per share before amortisation of acquired intangibles from operating activities (EPSA) of the Company compared to targets set by the Board (Relevant EPSA) - in relation to thirty percent (30%) of the PSRs granted; and
- (c) a service (time) based vesting condition that the relevant participant remain employed by Aristocrat for the entire 2017 LTIP performance period and maintains an adequate individual performance rating - in relation to forty percent (40%) of the PSRs granted.

At the appropriate time, the vesting conditions will be measured to determine the proposed vesting amounts, which will then be considered and determined by the Board.

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; and
- provides a relative, external, market-based performance measure against those companies with which the Company competes for capital, customers and talent.

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.

In recognition of the fact that North America generates Aristocrat's largest revenues and offers the business its most significant strategic opportunities, Mr Croker will relocate to the U.S. in the new year to take up the CEO role. In that context, the Board selected a service (time) based vesting condition on the basis that it aligns with US practice and ensures that Aristocrat's LTIP is competitive relative to peers, particularly those in the US with whom Aristocrat competes for talent, who have elements of service based vesting (restricted stock).

Relative TSR vesting condition (30% of total PSRs)

Relative TSR will be assessed over a three year period, which will commence on 1 October 2016 until 30 September 2019.

TSR measures the growth in the price of shares plus cash distributions notionally reinvested in shares.

In order for any of the PSRs to vest pursuant to the Relative TSR vesting condition, the Company's compound TSR must be equal to or greater than the median ranking of the constituents of the S&P/ASX 100 Index, defined at the commencement of the performance period (Comparator Group).

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:

Company TSR ranking against the 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%

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 2016 to 30 September 2019) against the 'minimum' EPSA growth and the 'maximum' EPSA growth thresholds, as set by the Board at the beginning of the performance period.

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 normalised profit after tax before amortisation of acquired intangibles (NPATA) for the relevant reporting period by the weighted average number of ordinary shares of the Company for that period. NPATA will be determined in accordance with the Group's current accounting practices.

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

APPENDIX A

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 performance condition is represented in the following table:

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

Service (time) based vesting condition (40% of total PSRs)

The serviced (time) based element of the LTIP will vest subject to the participant being employed by a member of the Aristocrat Group for the entire performance period, and having maintained a "Meets Most" individual performance rating.

APPENDIX B

Number and appointment of Directors

13.1 The number of Directors is any number, not less than three nor (subject to clause 13.2 and the Corporations Act) more than ~~ten~~ **twelve**, fixed by the Directors from time to time. The number so determined must not be less than the number of Directors when the determination takes effect and the Directors in office at the time of adoption of this Constitution will continue in office subject to this Constitution.

Casual vacancy

13.9 **Any A Director (other than the Managing Director) who is** appointed under clause 13.8 holds office until the end of the next annual general meeting of the Company and is then eligible for re-election. The Director is not to be taken into account in determining the Directors who are to retire by rotation at an annual general meeting.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **by 11:00am AEDT on Saturday 25 February 2017.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/aristocratagm2017

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using
smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, or does not vote on a poll in accordance with your instructions, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses, subject to any voting restrictions that apply. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Voting restrictions for KMP

Please note that if you appoint a member of the company's key management personnel (KMP) (which includes each of the Directors) or one of their closely related parties as your proxy, they will not be able to cast your votes in Resolutions 6 or 7 unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you appoint the Chairman of

the Meeting as your proxy or the Chairman of the Meeting is appointed as your proxy by default, but you do not mark a voting box for Resolutions 6 or 7, you will be expressly authorising the Chairman of the Meeting to exercise your proxy in respect of the relevant Item, even though the Item is indirectly or directly connected with the remuneration of the KMP.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEDT on Saturday 25 February 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/aristocratagm2017
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Aristocrat Leisure Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Aristocrat Head Office, Building A, Pinnacle Office Park, 85 Epping Road, North Ryde, NSW, 2113 on Monday 27 February 2017 at 11:00am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit, subject to any voting restrictions that apply.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 6 and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 6 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Appointment of Director – Mrs A Tansey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Director – Mrs S Summers Couder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Director – Mr P Ramsey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr DCP Banks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Ms K Conlon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for the grant of Performance Share Rights to the Incoming Chief Executive Officer and Managing Director under the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Reinsertion of proportional takeover approval provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary