

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES
OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS**



Share Purchase Plan

Sydney, 8 May 2009

Aristocrat Leisure Limited (Company) (ASX: ALL) announced on 21 April 2009 that it would be conducting a Share Purchase Plan (SPP), under which eligible shareholders may subscribe for up to A\$10,000 worth of ordinary shares in the Company. This follows the successful completion of a A\$200 million institutional placement of shares at an issue price of A\$3.25 per share.

Participation in the SPP is optional and is open to eligible shareholders who, at 7.00pm (Sydney time) on 27 April 2009 (Record Date), were holders of fully paid ordinary shares (Shares) in the Company and whose registered address is in Australia or New Zealand.

New Shares issued under the SPP will be allotted on 4 June 2009 and will be eligible to participate in all dividends paid by the Company from that date. Trading in New Shares is expected to commence on 5 June 2009.

The Company is aiming to raise approximately A\$55 million under the SPP¹. If the total value of applications for New Shares under the SPP is more than the Company wishes to raise, applications may be scaled back.

Purpose of equity raising

The Company has decided to raise capital to:

- strengthen its balance sheet to deal with the current operating environment;
- improve credit metrics to support the Company's investment grade credit rating;
- provide additional debt facility headroom to counter:
 - reliance on debt financing given credit market conditions;
 - a range of outcomes in relation to outstanding litigation matters; and
 - provide financial flexibility to execute strategic opportunities as they arise.

Key elements of the SPP

- The issue price per New Share will be the lower of:
 - A\$3.25, being the price paid by institutional investors under the institutional placement; and
 - a 2.5% discount to the volume weighted average price of Shares traded on the ASX during the 5 trading days up to and including 29 May 2009, rounded down to the nearest cent;
- No brokerage or participation costs are payable by participants;
- There is a minimum subscription amount of A\$500; and
- There is a maximum subscription amount of A\$10,000.

¹ The amount may be higher if all Shares are not taken up under a separate offer to the Ainsworth family shareholders (Ainsworth Offer), but together the amounts raised under the SPP and the Ainsworth Offer will not exceed A\$75 million.

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When to apply

The SPP will open at 9.00am (Sydney time) on 12 May 2009 and will remain open until 5.00pm (Sydney time) on 29 May 2009. As soon as practicable after the close of the SPP, the Company will make an announcement to the ASX regarding the outcome of the SPP, including the issue price of New Shares, whether there has been any scaleback and the number of New Shares to be issued.

The Company will not seek shareholder approval for the issue of the New Shares under the SPP.

Shareholders who may be eligible to participate in the SPP were today mailed the attached SPP terms and conditions and a letter inviting their participation. Shareholders are encouraged to read the terms and conditions carefully and if in any doubt about whether or not to accept the offer, to consult a professional adviser.

Enquiries

Financial: Simon Kelly (612) 9013 6601
Chief Financial Officer and Finance Director

Media: Tim Allerton (61) (0) 412 715 707
City Public Relations

Aristocrat Leisure Limited (ASX: ALL) is a leading global provider of gaming solutions. The Company is licensed by over two hundred regulators and its products and services are available in over ninety countries around the world. Aristocrat offers a diverse range of products and services including electronic gaming machines, interactive video terminal systems, electronic tables, and casino management systems. For further information visit the Company's website at www.aristocratgaming.com.

These materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US Person' (as defined in Regulation S under the US Securities Act of 1933, as amended (US Securities Act)) (US Person) or to any person to whom it is unlawful to make such an offer or solicitation. Securities may not be offered or sold in the United States or to, or for the account or benefit of, US Persons unless the securities have been registered under the US Securities Act or are exempt from, or not subject to registration. The shares in the SPP offering have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The distribution of these materials outside Australia and New Zealand may be restricted by law. Persons who come into possession of these materials who are not in Australia or New Zealand should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Share Purchase Plan

Dear Shareholder

On behalf of the Board of Directors of Aristocrat Leisure Limited (Company), I am pleased to offer you the opportunity to participate in the Share Purchase Plan (SPP), under which you may subscribe for up to A\$10,000 worth of ordinary shares in the Company at a discounted price, without incurring brokerage or other participation costs. This follows the successful completion on 21 April 2009 of a A\$200 million institutional placement of shares at an issue price of A\$3.25 per share. The institutional placement shares were issued on 28 April 2009.

Participation in the SPP is optional and is open to eligible shareholders who, at 7.00pm (Sydney time) on 27 April 2009 (Record Date), were holders of fully paid ordinary shares (Shares) in the Company and whose registered address is in Australia or New Zealand.

New Shares issued under the SPP will be allotted on 4 June 2009 and will be eligible to participate in all dividends paid by the Company from that date. Trading in New Shares on the Australian Securities Exchange (ASX) is expected to commence on 5 June 2009.

As a separate capital raising, the Company will be offering Ainsworth family shareholders up to 6.2 million Shares at A\$3.25 per share to raise A\$20 million if all Shares are taken up under that offer (Ainsworth Offer) – the Ainsworth Offer is not being made under the SPP.

The Company is aiming to raise approximately A\$55 million under the SPP¹. If the total value of applications for Shares under the SPP is more than the Company wishes to raise, applications may be scaled back. Should this happen, you may be allocated fewer New Shares than you applied for, and the difference in the purchase price will be refunded to you (without interest).

The Board encourages you to carefully read this SPP Booklet, including the Terms and Conditions and the Application Form, before making your investment decision.

Purpose of the equity raising

The Company has decided to raise capital to:

- strengthen its balance sheet to deal with the current operating environment;
- improve credit metrics to support the Company's investment grade credit rating;
- provide additional debt facility headroom to counter:

- reliance on debt financing given credit market conditions;
- a range of outcomes in relation to outstanding litigation matters; and
- provide financial flexibility to execute strategic opportunities as they arise.

The chosen capital strategy involving the institutional placement, SPP and Ainsworth Offer allows both the Company's institutional and retail shareholders to participate in the equity raising.

Key elements of the SPP

- The issue price per New Share will be the lower of:
 - A\$3.25, being the price paid by institutional investors under the recent institutional placement (and the price Shares are being offered under the Ainsworth Offer); and
 - a 2.5% discount to the volume weighted average price of Shares traded on the ASX during the 5 trading days up to and including 29 May 2009, rounded down to the nearest cent;
- No brokerage or participation costs are payable by participants;
- There is a minimum subscription amount of A\$500; and
- There is a maximum subscription amount of A\$10,000.

When to apply

The SPP will open at 9.00am (Sydney time) on 12 May 2009 and will remain open until 5.00pm (Sydney time) on 29 May 2009. As soon as practicable after the close of the SPP, the Company will make an announcement to the ASX regarding the outcome of the SPP, including the issue price of New Shares, whether there has been any scaleback and the number of New Shares to be issued.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company and thank you for your continued support as a shareholder.

Yours sincerely



David Simpson
Chairman

8 May 2009

¹ The amount may be higher if all Shares are not taken up under the Ainsworth Offer, but together the amounts raised under the SPP and the Ainsworth Offer will not exceed A\$75 million.

SPP Key Dates¹

Event	Date
Record Date (7.00pm Sydney time) Date for determining Eligible Shareholders	27 April 2009
SPP Booklet mailed to Eligible Shareholders	8 May 2009
Opening Date Date SPP opens	12 May 2009
Closing Date SPP closes (Applications must be received by 5.00pm (Sydney time) on this date)	29 May 2009
Issue Price announcement Issue Price and any Scaleback announced	2 June 2009
Allotment Date Date New Shares are allotted	4 June 2009
Trading Date Trading of the New Shares on ASX expected to commence	5 June 2009
Despatch Date Date of despatch of holding statement / confirmation advice / payment of refunds	9 June 2009

¹ The Company retains the discretion to alter any or all of these key dates

These materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US Person' (as defined in Regulation S under the US Securities Act of 1933, as amended (US Securities Act)) (US Person) or to any person to whom it is unlawful to make such an offer or solicitation. Securities may not be offered or sold in the United States or to, or for the account or benefit of, US Persons unless the securities have been registered under the US Securities Act or are exempt from, or not subject to registration. The shares in the SPP offering have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The distribution of these materials outside Australia and New Zealand may be restricted by law. Persons who come into possession of these materials who are not in Australia or New Zealand should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This SPP Booklet and the accompanying Application Form do not constitute financial product advice or tax advice and do not take into account the investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, accountant, taxation adviser, solicitor or other professional adviser before participating in the SPP.

Important Notice

You should note that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means that it is possible that, up to or after the Allotment Date, you may be able to buy existing Shares at a lower price than the issue price for New Shares under the SPP.

The Company recommends that you monitor the Share price, which can be found on the Company's website at www.aristocratgaming.com.au or in the financial pages of major Australian metropolitan newspapers, or on the Australian Securities Exchange (ASX) website at www.asx.com.au (ASX code: ALL).

Applications and payments under the SPP may not be withdrawn once they have been received by the Company.

How to apply for Shares under the SPP

If you would like to apply for New Shares under the SPP, follow the instructions on the Application Form. You can either:

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to 'Aristocrat Share Purchase Plan Account' drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand holders will need to affix the appropriate postage stamp) and send to Aristocrat Leisure Limited, c/- Registries Limited, GPO Box 3993, Sydney NSW 2000, Australia. Deliveries can be made in person by visiting Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000, Australia; or
- make a BPAY® payment by using the personalised reference number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY® you do not need to return your Application Form. New Zealand holders will not be able to make a payment using BPAY®.

Do not forward cash. Receipts for payments will not be issued.

Applications must be received by 5.00pm (Sydney time) on Friday, 29 May 2009.

Applications received after that time will not be accepted.

Applications and BPAY® payments under the SPP may not be withdrawn or revoked once they have been received by the Company. Application money will not bear interest against the Company under any circumstances.

Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.

Should you require further assistance, please do not hesitate to contact the Company's Shareholder Information Line on 02 9290 9682 (from within Australia) or +61 2 9290 9682 (from outside Australia).

Share Purchase Plan

Terms and Conditions

IMPORTANT NOTICE: If you apply to participate in the SPP by making a BPAY® payment or completing and returning the Application Form, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

We encourage you to seek your own professional advice regarding your participation in the SPP.

1. Eligible Shareholders

- (a) Subject to clauses 1(b) to 1(e), all persons registered as holders of fully paid ordinary shares (Shares) of Aristocrat Leisure Limited (ABN 44 002 818 368) (Company), at 7.00pm (Sydney time) on 27 April 2009 (Record Date), whose address in the share register of the Company is in Australia or New Zealand provided such person is not in the United States and is not a 'US Person' (as defined in Regulation S under the US Securities Act of 1933, as amended (US Securities Act)) (US Persons) and is not acting for the account or benefit of a US Person (Eligible Shareholders), may participate in the Share Purchase Plan (SPP). The Company has determined that it is not practical for holders of Shares with registered addresses in other jurisdictions to participate in the SPP. Directors and employees of the Company who are Eligible Shareholders may participate in the SPP.
- (b) Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand or who are US Persons or who act for the account or benefit of a US Person are not entitled to participate in the SPP.
- (c) In accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of Shares with a New Zealand address but who, as at the time of this offer no longer holds Shares is not eligible to participate in the SPP.
- (d) Joint Holders – Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 3(d) by one joint holder will be effective in respect of the other joint holder(s).
- (e) Trustees and Nominees – Where a trustee or nominee is a registered holder of Shares and is expressly noted on the share register as holding Shares on account of another person (a beneficiary), the beneficiary will be taken to be the registered holder of those Shares. In this instance, an application, certification or issue of Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the beneficiary. Under New Zealand securities law, New Zealand beneficiaries will not be entitled to participate in the SPP unless they were expressly named in the share register. Each trustee or nominee must not distribute any documents relating to this SPP to any person in the United States or to any US Person and must not submit an Application Form or make payment by BPAY® or otherwise for Shares for any person for whose account or benefit it acts that is not an Eligible Shareholder.
- (f) If you are an Eligible Shareholder, your rights under this offer are personal to you and are non renounceable, which means you cannot transfer your rights to another person.

2. Applying for Shares

- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase a parcel of new Shares (New Shares) with a value of either A\$500, A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000. If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the SPP Application Form (the Application Form) and:

- (i) make payment by BPAY® equivalent to the value of the parcel of New Shares you wish to apply for; or
- (ii) complete the Application Form and provide a cheque or money order made payable to 'Aristocrat Share Purchase Plan Account',

so that it is received by the share registry by 5.00pm (Sydney time) on 29 May 2009 (Closing Date). Payments must be in Australian dollars.

If you make a payment by BPAY® and the Company receives an amount that is not equal to either A\$500, A\$1,000, A\$2,500, A\$5,000, A\$7,500 or A\$10,000, the Company will round down the value of New Shares for which you are applying to the next lowest parcel. If the Company receives less than A\$500 your application will be rejected and your application monies will be refunded to you.

- (b) If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. Subject to clauses 2(c) and 6, the Company will divide the parcel value you select by the Issue Price (as determined under clause 4(a)) in order to determine the number of New Shares for which you have applied (rounded up to the nearest whole number of New Shares).
- (c) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than A\$10,000.
- (d) The Company may accept or reject your application for New Shares at its absolute discretion. The Company may reject your application in the following circumstances (among others):
 - (i) it appears that you are applying to purchase more than A\$10,000 worth of New Shares in aggregate;
 - (ii) you have applied for less than A\$500 worth of New Shares;
 - (iii) your Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
 - (iv) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New Shares for which you have applied;
 - (v) your Application Form or BPAY® payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be refunded to you; or
 - (vi) the Company believes you are not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements).

3. Effect of Making an Application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order:

- (a) you represent that you are an Eligible Shareholder;
- (b) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) you acknowledge your application is irrevocable and unconditional;
- (d) you certify that you have not applied for more than A\$10,000 of New Shares in aggregate under the SPP and any similar arrangement in the 12 months prior to your application, even

though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP (the Company has not conducted a similar arrangement in the preceding 12 months);

- (e) you authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
- (f) you acknowledge that the Company may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (g) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (h) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment that is dishonoured;
- (i) you acknowledge that no interest will be paid on any application monies held pending the allotment of the New Shares or subsequently refunded to you for any reason;
- (j) you acknowledge that you have not been provided with investment advice or financial product advice by the Company or Registries Limited and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (k) you acknowledge that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (l) you represent that you are not in the United States, you are not a US Person, and are not acting for the account or benefit of, a US Person;
- (m) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws. You may sell your New Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States; and
- (n) you represent that you have not, and you agree that you will not send any materials relating to the SPP to any person in the United States or to any person who is, or is acting for the account or benefit of a US Person.

4. Issue Price of New Shares under the SPP

- (a) The Issue Price for each New Share under the SPP will be the lower of:
 - (i) A\$3.25. This was the price paid by institutional investors in the institutional placement conducted on 21 April 2009 (and the price Shares are being offered under the Ainsworth Offer); and
 - (ii) the volume weighted average market price (rounded down to the nearest cent) of Shares traded on the ASX during the 5 trading days up to and including 29 May 2009.
- (b) The current Share price can be obtained from the Company's website at www.aristocratgaming.com.au or from the ASX website at www.asx.com.au (ASX code: ALL) and is listed in the financial and business section of major daily newspapers circulated in Australia.
- (c) You agree to pay the aggregate Issue Price for the number of New Shares calculated under

clause 2(b) or, if there is a Scaleback (as defined below), the number of New Shares calculated under clause 6.

- (d) You acknowledge that the market price of Shares may rise or fall between the date of this offer and the date the New Shares are allotted to you under the SPP (Allotment Date) and that the Issue Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date.

5. The New Shares

- (a) New Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.
- (b) The Company will apply for New Shares issued under the SPP to be quoted on the ASX.

6. Scaleback

- (a) If the total value of applications for New Shares under the SPP is more than the Company wishes to raise, the Company may in its absolute discretion reduce the number of New Shares to be allotted to each applicant to the extent and in the manner that it sees fit (Scaleback).
- (b) If there is a Scaleback you may receive less than the parcel of New Shares for which you have applied. If a Scaleback produces a fractional number of Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded up to the nearest whole number of Shares.
- (c) If there is a Scaleback, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you, without interest.

7. Costs of Participation

No brokerage, commissions or other participation costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP.

8. Timetable

- (a) Subject to clause 8(b):
- (i) Record Date – the record date for the offer is 7.00pm (Sydney time) on 27 April 2009;
 - (ii) Date of Offer – the date of the offer is 8 May 2009;
 - (iii) Opening Date – the offer opens on 12 May 2009;
 - (iv) Closing Date – the offer closes at 5.00pm (Sydney time) on 29 May 2009. If the Company receives a payment made by BPAY® or a completed Application Form and a cheque or money order after the Closing Date, the Company reserves the right to return any payment and not allot any New Shares to the Eligible Shareholder;
 - (v) SPP Results Announcement – the number of New Shares to be issued, the Issue Price and, if applicable, any Scaleback will be announced to the ASX on 2 June 2009;
 - (vi) Allotment Date – the Company proposes to allot the New Shares on 4 June 2009;
 - (vii) Trading Date – the Company expects trading of the New Shares to commence on ASX on 5 June 2009; and
 - (viii) Despatch Date – the date on which transaction confirmations are sent to applicants and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be 9 June 2009;

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- (b) The Company may vary any of the above dates in clause 8(a) at its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with ASX.

9. Dispute Resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

10. Waiver, Amendment, Suspension and Withdrawal

The Company may, at its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions, or suspend or withdraw the offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where the Company does not give notice of the event.

11. No Underwriting

The SPP will not be underwritten.

12. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New Shares, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

13. Other terms and conditions

Shareholders will be bound by the constitution of the Company and these Terms and Conditions by accepting the offer to acquire New Shares under the SPP.

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These Terms and Conditions do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any US Person or in any other jurisdiction in which such an offer would be illegal. The Shares have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons absent registration or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.



Share Purchase Plan (SPP) Application Form

Record date:	7.00pm (Sydney time) on 27 April 2009
Offer opens	12 May 2009
Close closes*	5.00pm (Sydney time) on 29 May 2009
Allotment Date*	4 June 2009

* The Company reserves the right to vary these dates by making an announcement to the ASX.

Aristocrat Leisure Limited
ABN 44 002 818 368

A Offer Choice

Please indicate the value of your SPP application by marking one box only

- Offer A A\$10,000.00
 Offer B A\$7,500.00
 Offer C A\$5,000.00
 Offer D A\$2,500.00
 Offer E A\$1,000.00
 Offer F A\$500.00

B Payment Details

Payment may only be made by BPAY[®], cheque, bank draft or money order. Cash will not be accepted. A receipt will not be forwarded. Payments must be made in Australian dollars. By making your payment, you confirm that you agree to the Terms and Conditions of the SPP as enclosed with this Application Form and acknowledge that your application is irrevocable and unconditional.

Payment Option 1 - BPAY[®]



Biller Code: 111997

Ref:

Telephone & Internet Banking - BPAY[®]

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

© Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY[®] please contact your participating financial institution.
- If paying by BPAY[®] you do **NOT** need to return the Application Form. Payment must be received by 5.00pm (Sydney time) on 29 May 2009.
- If paying by BPAY[®] the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for. For your application to be valid you can only make payment for one of the amounts specified above in section A.

Payment Option 2 - Cheque

Record cheque details below

Drawer	Cheque Number	BSB Number	Account No.	Amount A\$

- Only cheques, bank drafts or money order in Australian dollars will be accepted. Cheques and bank drafts must be drawn on a bank or financial institution in Australia.
- Payment must be received by Registries Limited by 5.00pm (Sydney time) on 29 May 2009.
- Your cheque, bank draft or money order must be made payable to **Aristocrat Share Purchase Plan Account and crossed Not Negotiable**.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.
- For your application to be valid you can only make payment for one of the amounts specified above in section A.

C Contact Details

Please provide a telephone number and contact name in case we need to contact you regarding your application.

Home telephone number	Work telephone number	Contact name

D Declarations and Acknowledgments

General

By lodging this form with your cheque you acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the Aristocrat Leisure Limited (Company) SPP. The Company may determine in any manner it thinks fit, any disputes or anomalies which arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for shares. The decision of the Company will be conclusive and binding on all persons to whom the determination relates. These rights may be exercised by the Company's Board or any delegate of the Board. The Company reserves the right to waive compliance with any provision of the SPP terms and conditions, amend or vary the SPP terms and conditions (including key dates) at any time, withdraw the offer of shares under the SPP at any time up to the Allotment Date, and suspend or terminate the SPP. Any excess application moneys will be refunded. No interest will be paid on any refunded application money.

Capitalised terms used but not defined in this form have the meanings given in the SPP Terms and Conditions.

Maximum participation

The maximum value of A\$10,000 will apply to each shareholder even if a shareholder receives more than one offer from the Company (for example as a result of holding more than one shareholding under separate share accounts) and irrespective of the number of shares a shareholder holds on the Record Date. The Company can reject any application for shares if it believes a shareholder has not complied with this condition. By submitting this Application Form you certify that the aggregate application price paid by you for the Shares the subject of this Application Form or your BPAY payment and any other Shares applied for by you under the SPP or any similar arrangement in the 12 months prior to your application, does not exceed A\$10,000.

Scaleback

In the event that the total value of applications under the SPP is more than the Company wishes to raise, the Company may in its absolute discretion undertake a Scaleback. Under the SPP terms and conditions, if there is a Scaleback, a shareholder may not receive all of the shares for which it applied.

Timing

Cheques and money orders will be processed on the day of receipt and therefore sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected.

If you are paying by BPAY, you should be aware that your own financial institution may implement earlier cut-off times with regard to BPAY than 5.00pm (Sydney time) on 29 May 2009. It is your responsibility to ensure that funds submitted through BPAY are received by this time.

Privacy Statement

By participating in the SPP, you agree that the Company and Registries Ltd may disclose your personal information for purposes relating to your shareholding to their agents, related bodies corporate, contractors and service providers including printers, mail houses and the ASX and other regulatory authorities under the Privacy Act.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUNCEABLE

Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on 29 May 2009 at:

MAILING ADDRESS

Registries Limited
GPO Box 3993
SYDNEY NSW 2001

DELIVERY ADDRESS

Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP.