



**REGULATORY AND COMPLIANCE
COMMITTEE CHARTER**

AUGUST 2011

REGULATORY AND COMPLIANCE COMMITTEE CHARTER

1. Introduction

- 1.1 The Regulatory and Compliance Committee (Committee) is established as a committee of the Board of Aristocrat Leisure Limited (Company) on the terms set out in this charter and in accordance with the Board's charter and the Company's Constitution.

2. Purpose and objectives

- 2.1 The purpose of the Committee is to assist the Board to fulfil its corporate governance and oversight responsibilities relating to the compliance by the Aristocrat Leisure Limited group of companies (Group) with gaming laws and regulations, and policies, and codes and conditions associated with maintenance of the Group's gaming licences.

3. Composition

- 3.1 The Board shall determine the composition of the Committee. The Committee shall consist of at least two (2) independent non-executive directors, one (1) independent external member and one (1) member of management who is primarily responsible for Group compliance. Independence is given the same meaning as in the Board charter.
- 3.2 A non-executive director (elect) may be appointed as a member of the Committee however will be unable to vote on any matter considered by the Committee.
- 3.3 The Board shall appoint the Chair of the Committee who must be an independent non-executive director. In the absence of the Committee Chair, the members shall elect one of their members as Chair for that meeting.
- 3.4 The Managing Director & Chief Executive Officer and other members of the senior management team as requested by the Committee Chair, should attend Committee meetings as required. The Committee Chair may invite external parties (as appropriate) to attend all or part of the meeting.
- 3.5 The Manager, Company Secretariat will serve as the Committee Secretary. If this person is unable to attend a Committee meeting, an appropriate member of the Company Secretariat team will attend in the capacity as Committee Secretary.

4. Committee meetings

- 4.1 The Committee will hold at least four (4) meetings per year. In addition, the Committee Chair is required to call a meeting of the Committee when requested by a Committee member.
- 4.2 The quorum for a meeting is three (3) Committee members.
- 4.3 The Committee Chair will approve the agenda for each meeting. Any Committee member may require business to be included in the agenda, provided the Committee Chair and Committee Secretary have been given prior notice of that business.

- 4.4 The Committee Secretary will circulate the minutes of the meeting of the Committee to all members of the Committee for comment and change before being signed by the Committee Chair.
- 4.5 The minutes of Committee meetings will be circulated to the Board with the Board papers for the next Board meeting, and be tabled at the Board meeting along with any recommendations of the Committee.

5. Duties of the Committee

The Committee should undertake the following functions and, as appropriate, advise or make recommendations to the Board:

Compliance

- 5.1 Evaluate and monitor the Group's compliance program, policies and processes to ensure integrity in the Group's operations and protection of the Group's gaming licenses.
- 5.2 Receive and consider reports of non-compliance with laws, Group policies and codes and gaming license conditions where there may be an impact on the Group's gaming licenses.

Probity

- 5.3 Receive and consider reports on material probity investigations and oversee decisions to conduct business and transactions with parties such as joint venture partners, vendors and customers where those decisions impact on the Group's licensure.
- 5.4 Receive and consider reports on probity investigations on employees where material derogatory information has been identified.

Training

- 5.5 Oversee the framework for compliance training and education of staff and the continuing development of a compliance culture within the Group.

General

- 5.6 Perform any other activities consistent with this charter, and the Company's Constitution, as the Committee may deem necessary or appropriate for the fulfillment of its responsibilities under this charter or as required by applicable law or regulation, or as may be determined by the Board.
- 5.7 Liaise with the Audit Committee to agree those compliance matters more appropriately dealt with by the Audit Committee.

6. Duties of management

- 6.1 Management shall report to the Committee potential criminal acts and serious violations of the Group's compliance policies committed by employees, officers, directors and other agents and associates of the Group, including vendors and customers, and all disciplinary actions and remedial measures involving compliance infractions as soon as practicable after they become known and no later than the next scheduled meeting of the Committee.

7. Self Assessment

- 7.1 The Committee will review the performance of the Committee on an annual basis in accordance with the performance assessment approach determined by the Board.

8. Publication

- 8.1 This charter will be made available from the Group's website (www.aristocratgaming.com)