



ARISTOCRAT LEISURE LIMITED

Share Trading Policy

December 2008

SHARE TRADING POLICY

1 PURPOSE

This Policy sets out the procedures that must be followed to ensure compliance with insider trading legislation and the manner in which the Company's Directors, Executives and Employees may deal in the securities of Aristocrat Leisure Limited (Company) and the completion of buy or sell orders uncompleted at the end of a Trading Window period.

2 APPLICABILITY

This procedure applies to all Relevant Persons wishing to change their economic interest in (or permitting, procuring or assisting anyone else to change their own economic interest in) securities through:

- buying and/or selling securities (or arranging for others to do so);
- selling securities upon the exercise or vesting of equity instruments granted under an employee/executive share plan (including options and share rights);
- hedging of securities.

3 RESPONSIBILITY AND ACCOUNTABILITY

All Relevant Persons are subject to trading restrictions under this Policy and must adhere to the requirements of this Policy.

3.1 Summary of Prohibited Conduct

Under the Corporations Act, a person is prohibited from dealing in securities where:

- the person possesses information which is not generally available; and
- that information may have a material effect on the price of the company's shares; and
- the person knows or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the company's share price.

3.2 Permitted Acquisitions

Subject to the insider trading prohibitions of the Corporations Act, Relevant Persons may at any time:

- subscribe for securities offered under a disclosure document (eg, a prospectus);
- acquire shares in the Company by conversion of financial instruments giving rights to conversion to shares (eg, options), but may not deal with the shares received other than in accordance with this Policy and normal insider trading provisions;
- acquire securities in the Company under a bonus issue made to all holders of securities of the same class;
- acquire securities in the Company under a share purchase plan to all holders of securities of the same class;
- acquire securities in lieu of Directors' fees under the Non-Executive Director Share Plan by Non-Executive Directors; and
- acquire securities in the Company under a dividend reinvestment plan that is applicable to all holders of securities of the same class.

4 DEFINED TERMS

For the purposes of this Policy:

4.1 General

“The Company” means Aristocrat Leisure Limited;

“Directors” means directors of the Company and its related bodies corporate;

“Employees” means employees of the Company and its related bodies corporate;

“Executives” means:

- the Chief Executive Officer;
- reports to the Chief Executive Officer (“CEO Reports”); and
- reports to CEO Reports;

“Margin loan” means a loan made by a financier to an investor for the purpose of investing in shares and other financial products, using the investor’s existing investments as security. The existing investments are subject to margin calls at the discretion of the financier if the value of the investments falls to below a certain percentage of the loan. The investor is then required to top up the margin to keep the loan secure, or the existing investments will be sold to repay the loan.

“Relevant Person” means a Director, Employee or Executive of the Company.

4.2 Securities

“Securities” has a broad definition under the Corporations Act and includes shares, options, warrants, derivatives and interests in shares (including vested options and vested Performance Share Rights) linked in any way to the underlying price of shares in the Company.

4.3 Dealing in Securities

“Dealing” in securities is a broad concept and covers more than simply buying or selling shares. It extends to exercising options over shares and entering agreements to buy or sell securities.

The law regarding a prohibition on dealing means that a Relevant Person is not permitted to:

- buy or sell; or
- subscribe for new securities (e.g. in a float); or
- enter into an agreement to subscribe for, buy or sell, securities; or
- create a derivative over securities;

where the Relevant Person or the Company possesses information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If a Relevant Person possesses price sensitive information that is not generally available, the Relevant Person is also prohibited from:

- procuring any other person to deal in those securities; or
- directly or indirectly communicating the information to another person who the Relevant Person believes is likely to deal in, or procure another to deal in, those securities.

“**Procuring**” meaning enticing, encouraging, persuading, causing or securing another person to do or not to do something. For the purposes of this Policy, procuring includes inciting, inducing or encouraging an act or omission.

4.4 Inside Information

“Inside information” means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of securities.

4.5 Information that is Generally Available

Information is considered to be “generally available” if:

- it consists of readily observable matter; or
- it has been made known in a manner likely to bring it to the attention of investors in securities and a reasonable period for dissemination of that information has elapsed; or
- it may be deduced, inferred or concluded from the above.

Information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed after the information has been disseminated in one of these ways.

For the purposes of the insider trading provisions of the Corporations Act, “information” is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

4.6 Material Effect on the Price of Securities

Information is considered by the Corporations Act to be likely to have a “material effect” on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all of information that may be material, however, the following type of information would be likely to be considered to have a material effect on the Company’s share price:

- information regarding a material increase or decrease in the Company’s financial performance from previous results or forecasts, such as changes to profit results;
- a proposed material business or asset acquisition or sale;
- the damage or destruction of a material operation of the Group;
- proposed material legal proceedings to be initiated by or against the Company;
- regulatory action or investigations undertaken by a Government authority;
- the launch of a new business or material new product; or
- a proposal to undertake a new issue of securities or major change in financing.

5 PROCEDURE

5.1 Directors and Executives

(a) Trading Windows

Directors and Executives must not at any time deal in securities (including any derivative type product such as but not limited to puts, calls and warrants) whilst in the possession of inside information. Subject to this requirement, Directors and Executives will only deal in securities in the period from the day after until the 42nd calendar day after any of the following:

- the announcement of the half yearly results;
- the announcement of the full year results;
- the Annual General Meeting;
- any half year profit guidance or full year profit guidance released to the ASX by the Company where the Directors determine, at their discretion, that such announcement is sufficiently comprehensive for this purpose and Executives are advised accordingly;
- a prospectus is issued by the Company;

subject to the further proviso that Directors and Executives will not deal in securities for a period of 21 days prior to the announcement of half year results or annual results or for a period of 21 days prior to the occurrence of the Annual General Meeting. Subject to this proviso, each of the five periods described above shall comprise a “Trading Window” for the purposes of this Policy.

However, they may not do so, even within a Trading Window, if they are in possession of inside information.

(b) **Trading Outside Trading Windows**

Outside of the Trading Windows, a Director or Executive must not deal in the Company's securities unless they receive clearance for the proposed dealing as follows:

- a Director must inform and receive acknowledgment from the Chairman;
- the Chairman must receive clearance from the Chair of the Audit Committee;
- all other Executives must inform and receive acknowledgment from the Company Secretary, Managing Director or the Chairman.

Clearance outside the Trading Windows may only be considered in rare and exceptional circumstances.

5.2 Employees

All Employees are subject to the constraint imposed by law, that is, they may not purchase, sell (or permit, procure or assist anyone else to buy or sell) securities if that Employee possesses information which, if available publicly, could reasonably be expected to have a material effect on the value of securities.

The Company cannot advise Employees as to their state of knowledge as only the person concerned knows what information he or she possesses. It is recommended that Employees seek legal advice on this issue prior to making any decision to trade in securities.

5.3 Equity instruments

The Company prohibits the hedging of unvested equity instruments at all times, irrespective of Trading Windows.

Vested positions, including those unexercised or those which remain subject to a "Holding Lock" arrangement may be hedged subject to compliance with the other provisions of this Policy.

5.4 Incomplete Buy or Sell Orders

Buy or sell orders for securities, placed during any Trading Window but not fulfilled during the Trading Window, are subject to the following restrictions once the Trading Window ends:

- the order must be completed within 5 business days otherwise it will lapse;
- the order cannot be varied.

Any order completed outside of the above requirements will not comply with this Policy.

Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Trading Window closing.

5.5 Reporting

Except as set out below, Directors and Executives are required to report to the Company Secretary any changes in their economic interest in securities, within 72 hours of any change occurring.

Directors are also required to report any change in their holding of securities to the ASX within five (5) business days of the change occurring. Directors have agreed with the Company to provide notice of such dealings to the Company as soon as possible after such dealing to enable the Company to comply with its obligations under the Listing Rules. A notice given by the Company to the ASX under the ASX Listing Rules satisfies the Director's obligation to notify the ASX under the Corporations Act.

Executives are not required to report changes to economic interests as a result of the following:

- option exercises (including cashless exercises) in accordance with the rules of the relevant option plan;
- granting of performance shares in accordance with the rules of the Performance Share Right plan;
- withdrawals (release of holding lock) of performance shares in accordance with the rules of the Performance Share Right plan;
- purchases of shares through a salary sacrifice plan managed by the Company.

5.6 Short-term Dealing

Directors, Executives and Employees are not permitted to deal in securities in a manner which involves frequent and/or regular trading activity.

5.7 Prohibition on Margin Loan Arrangements

No Non-Executive Director may enter into a margin loan or similar funding arrangement to acquire any Securities.

No Executive may enter into a margin loan or similar funding arrangement over any Securities, without the prior approval of the Chairman of the Board.

As the timing of margin calls and the possible sale of Securities where those calls are not met is beyond the control of the shareholder, it is not possible to ensure that such trading occurs during a Trading Window.

6 SECURITIES IN OTHER COMPANIES

While in general Relevant Persons are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings in securities of the Company as well as of other companies with which the Company may be dealing (this would include the Company's customers, contractors or joint venture partners) where a Relevant Person possesses inside information in relation to that other company.

7 PENALTIES

Insider trading is a criminal offence. A person who commits a breach of the insider trading provisions could result in both civil and criminal penalties for the individual and for the Company.

In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

8 POLICY COMPLIANCE

During the year the Company may require confirmation from Relevant Persons that they have complied with this Policy. The Company may also require confirmation (or declarations) of holdings in securities. All such requested information must be supplied within 5 business days of the request being made.

A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). In the event the Company becomes aware of any breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

9 WHO TO CONTACT

If Relevant Persons are in any doubt regarding their proposed dealing in securities, they should contact the Company Secretariat.