Notice of Annual General Meeting and
Explanatory Statement – 15 April 2003

ARISTOCRAT/ AGM

Celebrating 50 Years

Aristocrat Leisure Limited ACN 002 818 368

Business

Notice is given that the Annual General Meeting of the Members of the Company will be held at the time and location, and to conduct the business, specified below:

Date Tuesday, 15th April 2003
Time 10.00am
Location The Heritage Ballroom
Level 6, Westin Hotel
1 Martin Place
Sydney NSW 2000

Election of Directors

To consider, and if thought fit, pass the following resolutions as Ordinary Resolutions:

Resolution 1
"That Mr William (Bill) Baker who, in accordance with Article 12.3 of the Constitution of the Company, retires from office and, being eligible, offers himself for re-election, be re-elected a Director of the Company".

Resolution 2
"That Mr Peter Draney who, in accordance with Article 12.3 of the Constitution of the Company, retires from office and, being eligible, offers himself for re-election, be re-elected a Director of the Company".

An Explanatory Statement and information about the election of Directors follows.

Financial Statements

Resolution 3
To consider, and if thought fit, pass the following resolution as an Ordinary Resolution:
"That the Financial Report of the Consolidated Entity in respect of the year ended 31 December, 2002 and the Directors' and Auditors' Reports thereon, be received by the Members of the Company".

Determination of Entitlement to Attend and Vote

For the purposes of determining entitlement to vote at this meeting, shares will be taken to be held by the persons who are registered as members at 10.00am Sydney time on Sunday 13 April 2003.

By order of the Board

FWE Bush
Company Secretary

Sydney
13th March 2003

Aristocrat aims to be the leading global provider of gaming solutions / **Mission**

Explanatory notes

Re-election of Directors

Resolutions 1 and 2

Article 12.3 of the Company's Constitution requires that at the annual general meeting in every year one third of the Directors of the Company for the time being (or the number nearest to one third) retire and offer themselves for re-election. The Managing Director is not subject to rotation and is not to be taken into account in determining the one third.

As at the date of this Notice of Meeting, the Board of the Company comprised five Non-executive Directors who are subject to rotation and therefore two of those Directors, Mr Bill Baker and Mr Peter Draney, are required to retire and offers themselves for re-election.

The candidates for election as Directors are accordingly: –

Mr William (Bill) Baker

Age	63 years
Occupation	Company Director
Academic and professional qualifications	Bachelor of Arts, University of Virginia, United States of America.
Business experience	Mr Baker is a former Assistant Director of the Federal Bureau of Investigation (FBI) and a former President of the Motion Picture Association. He is a director of the J Edgar Hoover Foundation. He has been a director since May 1999 and is the Chair of the Regulatory Compliance Committee.

Mr Peter Draney

Age	54 years
Occupation	Information Technology Systems and Software Executive
Academic and professional qualifications	Bachelor of Science (Maths), University of Queensland.
Business experience	Mr Draney is Managing Director of Aspect Computing Pty Limited, a company specialising in IT systems integration and software development which he founded in 1979. In 2002, Aspect Computing was acquired by the KAZ Group, a large Australian IT and Business outsourcing organization. Mr Draney is now a Director of the KAZ Group. He is also a director of Brokenwood Wines Limited. He has been a director since October 1999 and is the Chair of the Audit Committee.

Financial Statements

Resolution 3

This resolution calls for Members to resolve formally to receive the financial report (which includes all the financial statements and notes) and the reports of the Directors and the Auditor. Failure to pass the resolution has no legal effect.