



**Milena Penca**  
Company Secretary

*Phone: 61 3 9616 3852*  
*Fax: 61 3 9614 5298*

17 February 2006

Australian Stock Exchange Limited  
Company Announcements Office  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Notice of ceasing to be a Substantial Security Holder**

Please find attached a Notice of ceasing to be a Substantial Security Holder for Aristocrat Leisure Limited.

Yours faithfully

A handwritten signature in black ink, appearing to be 'M. Penca', written in a cursive style.

**Milena Penca**

Page 1 of 9 pages.

# Form 605

Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To, Company Name/Scheme ARISTOCRAT LEISURE LIMITED

ACN/ARSN ACN 002 818 368

### 1. Details of substantial holder (1)

Name AXA SA ("AXA"), AXA Asia Pacific Holdings Limited ("AXA APH") and various bodies corporate controlled by AXA and AXA APH listed in Schedule 1 (together, "the AXA Group") and certain other entities associated with AXA and AXA APH listed in Schedule 1.)

ACN/ARSN (if applicable) 089 123 011

The holder ceased to be a substantial holder on 10/02/2006

The previous notice was given to the company on 25/10/2005

The previous notice was dated 25/10/2005

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to changes (5)	Class (6) and number of securities affected (ordinary shares unless stated otherwise)	Person's votes affected
See column 2 of Schedule 2.	Each person whose relevant interest has changed is listed in Schedule 1.	The change in the relevant interest occurred as a result of various transactions effected on the Australian Stock Exchange (see Schedule 2 for details, in particular column 3).	See column 4 of Schedule 2.	See column 5 of Schedule 2.	[See previous column.]

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
[Not applicable.]	[Not applicable.]

### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Parts A and B of Schedule 1 (column 1).	See Parts A and B of Schedule 1 (column 2).

### Signature

Print name: Milena Penca

Capacity: Company Secretary, AXA Asia Pacific Holdings Limited



Sign here:

Date: 17 February 2006

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## SCHEDULE 1 - HOLDERS OF A RELEVANT INTEREST AND ASSOCIATES

*Note: All information provided in this schedule is based on the information available to AXA APH at the time of filing this notice.*

### PART A - PERSONS WITH A RELEVANT INTEREST

Name	Address
<b><i>Part A(i) - Responsible entities / trustees / managers of funds / delegates of managers [s 608(1)(b) and (c)]</i></b>	
Various AXA Group entities which are responsible entities, trustees, managers of funds and delegates of	Not applicable
National Mutual Funds Management Limited	447 Collins Street, Melbourne, Victoria 3000
The National Mutual Life Association of Australasia Limited	447 Collins Street, Melbourne, Victoria 3000
National Mutual CPS Management Limited	Level 6, 80 The Terrace, Wellington
National Mutual Superannuation Master Trustee Limited	Level 6, 80 The Terrace, Wellington
IPAC Securities Limited	447 Collins Street, Melbourne, Victoria 3000
IPAC Asset Management Limited	447 Collins Street, Melbourne, Victoria 3000
Alliance Capital Management L.P.	1345 Avenue of the Americas, NYC 10105
Alliance Capital Management Australia Limited	Level 29, 1 Farrer Place, Sydney, NSW 2000
AXA Rosenberg Investment Management LLC	4 Orinda Way Building E Orinda, California 94563
Various custodians on behalf of various international entities ultimately controlled by AXA (details not available at time of filing)	Various
<b><i>Part A(ii) - Persons with voting power greater than 20% in persons listed in Parts A(i) and (ii)</i></b>	
Various AXA Group entities, including, as ultimate holding companies, those set out below	Not applicable
AXA SA	25 Avenue Matignon 75008 Paris France
AXA Asia Pacific Holdings Limited	447 Collins Street Melbourne, Victoria 3000
<b><i>Part A(iii) - Other relevant interests</i></b>	
[Not applicable.]	

### PART B - ASSOCIATES OF PERSONS WITH A RELEVANT INTEREST

Name	Address
<b><i>Part (B)(i) - AXA Group Companies [associates by virtue of s 12(2)(a) of CA]</i></b>	
AXA SA	25 Avenue Matignon 75008 Paris France

Name	Address
Folio Nominees Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
National Mutual Funds Management (Global) Limited	447 Collins Street, Melbourne, Victoria 3000
AXA Asia Pacific Holdings Limited	447 Collins Street, Melbourne, Victoria 3000
The National Mutual Life Association of Australasia Ltd	447 Collins Street, Melbourne, Victoria 3000
Ipac Asset Management Ltd	447 Collins Street, Melbourne, Victoria 3000
Ipac Financial Care Ltd	447 Collins Street, Melbourne, Victoria 3000
Ipac Portfolio Management Ltd	447 Collins Street, Melbourne, Victoria 3000
Ipac Financial Services Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Ipac Group Services Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
David Bird Financial Services Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Lidomein Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Walker Lawrence & Associates Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Strategic Planning Partners Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Albert & Will Financial Planning Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Financial Resources Group Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Clientcare Australia (Investments) Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
TM Securities Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Monere	447 Collins Street, Melbourne, Victoria 3000
Armitage Investment Services Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Armitage Group Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
Sterling Grace Portfolio Management Group Pty Ltd	447 Collins Street, Melbourne, Victoria 3000
SG Holdings Ltd	447 Collins Street, Melbourne, Victoria 3000
Alliance Capital Management Corporation of Delaware	1345 Avenue of the Americas, NYC 10105
AXA Equitable Life Insurance Company	1290 Avenue of the Americas, NYC 10105
AXA Financial, Inc.	1290 Avenue of the Americas, NYC 10105
NMMT Limited	447 Collins Street, Melbourne, Victoria 3000
National Mutual Funds Management NZ Limited	Level 6, 80 The Terrace, Wellington
A.C.M.C. Inc	1345 Avenue of the America, NYC 10105
Neuville Company Inc	C/-447 Collins Street, Melbourne, Victoria 3000

Name	Address
Spicers Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Assure New Zealand Ltd	Level 6, 80 The Terrace, Wellington
Arcus Investment Management Ltd	Level 6, 80 The Terrace, Wellington
Client Portfolio Administration Ltd	Level 6, 80 The Terrace, Wellington
Sterling Portfolio Management Ltd	Level 6, 80 The Terrace, Wellington
Client Reserve Ltd	Level 6, 80 The Terrace, Wellington
Mortgage Backed Bonds Limited	Level 6, 80 The Terrace, Wellington
In addition to the entities referred to above, each other entity in AXA's global corporate group which is ultimately controlled by AXA is an associate of a person whose relevant interest changed.	
<b>Part B(ii) - Other associates</b>	
Not applicable	

SCHEDULE 2 TO SUBSTANTIAL SECURITY HOLDER NOTICE

Name of public Issuer

Aristocrat Leisure Limited

Holder of Relevant Interest	Date of Transaction	Transaction Type	Consideration	# Shares	
Westpac Custodian Nominees Ltd as sub custodian for NMFM	Open			4,718,684.00	
	27-Oct-05	SELL	20,174.86	(1,770.00)	
	2-Nov-05	BUY	(64,227.50)	5,585.00	
	2-Nov-05	SELL	64,227.50	(5,585.00)	
	4-Nov-05	SELL	478,465.40	(42,000.00)	
	25-Nov-05	SELL	3,239,486.47	(255,330.00)	
	8-Dec-05	SELL	52,381.85	(4,270.00)	
	14-Dec-05	BUY	(1,987,357.79)	165,020.00	
	18-Jan-06	SELL	162,403.80	(14,000.00)	
	19-Jan-06	BUY	(276,585.95)	23,635.00	
	19-Jan-06	SELL	1,767,836.24	(151,700.00)	
	20-Jan-06	SELL	294,522.23	(24,900.00)	
	23-Jan-06	BUY	(179,505.52)	15,522.00	
	23-Jan-06	SELL	166,218.87	(14,200.00)	
	24-Jan-06	SELL	378,801.79	(32,300.00)	
	25-Jan-06	BUY	(663,415.12)	56,693.00	
	27-Jan-06	SELL	1,653,312.87	(140,800.00)	
	1-Feb-06	SELL	105,343.62	(9,100.00)	
	2-Feb-06	SELL	16,216.91	(1,400.00)	
	3-Feb-06	SELL	14,809.08	(1,300.00)	
	6-Feb-06	SELL	32,895.62	(2,900.00)	
	7-Feb-06	SELL	677,923.00	(59,227.00)	
	9-Feb-06	SELL	316,789.11	(27,800.00)	
					4,196,557.00
	Westpac Custodian Nominees Ltd as sub custodian for ipac	Open			1,034,626.00
			Adj		973,907.00
		19-Oct-05	BUY	(233,775.38)	21,300.00
19-Oct-05		SELL	53,328.24	(4,855.00)	
21-Oct-05		BUY	(43,927.00)	4,030.00	
28-Oct-05		SELL	59,299.63	(5,238.00)	
4-Nov-05		SELL	21,190.40	(1,892.00)	
9-Nov-05		BUY	(54,682.88)	4,758.00	
15-Nov-05		SELL	27,532.43	(2,324.00)	
17-Nov-05		SELL	180,960.65	(15,199.00)	
22-Nov-05		SELL	39,389.17	(3,233.00)	
23-Nov-05		SELL	21,616.34	(1,771.00)	
24-Nov-05		SELL	31,490.70	(2,525.00)	
25-Nov-05		SELL	486,065.06	(38,320.00)	
29-Nov-05		SELL	82,145.03	(6,666.00)	
30-Nov-05		SELL	28,479.62	(2,284.00)	
7-Dec-05		SELL	90,289.68	(7,344.00)	
13/12/2005		BUY	(24,005.30)	2,000.00	
		<i>SubTotal</i>		1,948,970.00	

Name of public Issuer

Aristocrat Leisure Limited

Holder of Relevant Interest	Date of Transaction	Transaction Type	Consideration	# Shares	
Westpac Custodian Nominees Ltd as sub custodian for ipac	carried fwd			1,948,970.00	
	14-Dec-05	BUY	(59,356.85)	4,930.00	
	14-Dec-05	SELL	29,955.00	(2,500.00)	
	20-Dec-05	BUY	(371,294.30)	30,750.00	
	30-Dec-05	BUY	(87,124.21)	7,064.00	
	6-Jan-06	SELL	342,997.88	(28,040.00)	
	10-Jan-06	BUY	(221,049.45)	18,000.00	
	10-Jan-06	SELL	48,476.04	(3,954.00)	
	11-Jan-06	SELL	28,475.93	(2,317.00)	
	17-Jan-06	BUY	(116,809.89)	9,726.00	
	18-Jan-06	BUY	(362,559.51)	31,208.00	
	18-Jan-06	SELL	115,059.01	(9,800.00)	
	19-Jan-06	BUY	(252,743.82)	21,585.00	
	19-Jan-06	SELL	235,399.61	(20,200.00)	
	20-Jan-06	SELL	37,850.24	(3,200.00)	
	23-Jan-06	BUY	(80,998.36)	7,004.00	
	23-Jan-06	SELL	21,070.00	(1,800.00)	
	24-Jan-06	SELL	49,255.96	(4,200.00)	
	25-Jan-06	BUY	(299,357.69)	25,582.00	
	27-Jan-06	SELL	221,929.07	(18,900.00)	
	31-Jan-06	BUY	(118,497.17)	10,186.00	
	1-Feb-06	BUY	(106,344.46)	9,153.00	
	1-Feb-06	SELL	13,891.47	(1,200.00)	
	3-Feb-06	BUY	(147,006.05)	12,919.00	
	6-Feb-06	SELL	14,699.06	(1,300.00)	
	7-Feb-06	BUY	(421,804.21)	36,574.00	
	7-Feb-06	SELL	85,843.49	(7,500.00)	
	9-Feb-06	SELL	43,302.11	(3,800.00)	
					2,064,940.00
	Westpac Banking Corporation Ltd as sub custodian for NMCPS	Open			3,900.00
		20/12/2005	BUY	(9,055.96)	750.00
		10/01/2006	BUY	(5,526.24)	450.00
7/02/2006		BUY	(8,650.85)	750.00	
				5,850.00	
Westpac Banking Corporation Ltd as sub custodian for NMSMT	Open			102,400.00	
	20/12/2005	BUY	(181,119.17)	15,000.00	
	10/01/2006	BUY	(106,840.57)	8,700.00	
	7/02/2006	BUY	(174,747.14)	15,150.00	
				141,250.00	

Name of public Issuer

Aristocrat Leisure Limited

Holder of Relevant Interest	Date of Transaction	Transaction Type	Consideration	# Shares
Westpac Banking Corporation Ltd as sub custodian for NMLA	Open			202,150.00
	20-Dec-05	BUY	368,275.64	30,500.00
	10-Jan-06	BUY	216,137.24	17,600.00
	7-Feb-06	BUY	361,605.46	31,350.00
				281,600.00
various nominees (International Centres)	Open			19,391,858.00
		adj		(973,907.00)
	14/10/05 to 31/10/05	SELL		(9,422.00)
	Nov	SELL		(235,989.00)
	Dec	BUY		874,057.00
	Jan	SELL		(1,261,124.00)
	01/02/06 to 10/02/06	SELL		(4,894,541.00)
			12,890,932.00	
	<b>Balance</b>			19,581,129.00