

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder Amended

To **Aristocrat Leisure Limited (ALL)**
ACN/ARSN **002 818 368**

1. Details of substantial holder

Name **Barclays Global Investors Australia Limited** on behalf of the Barclays Group ("BGI")
ABN **33 001 804 566** (Barclays Global Investors Australia Limited)

The holder became a substantial holder on 13 February 2007.

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest on the date the substantial holder became a substantial holder are as follows:

| Class of securities | Number of securities | Person's votes | Voting power |
|---------------------|----------------------|----------------|--------------|
| Ordinary | 23,428,593 | 23,428,593 | 5.01% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest | Class and number of securities |
|-----------------------------|-------------------------------|--------------------------------|
| BGI | Fund Manager – see Annexure A | Ordinary 23,428,593 |

4. Details of present registered holders

The persons registered as holder of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Class and number of securities |
|-----------------------------|---|--------------------------------|
| BGI | JP Morgan & other custodians – see Annexure A | Ordinary 23,428,593 |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration Cash/Non-cash | Class and number of securities |
|-----------------------------|---------------------|-----------------------------|--------------------------------|
| BGI | Past 4 months | Average price \$15.36 | Ordinary 23,428,593 |

6. Addresses

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

| Name | Address |
|---|---|
| Barclays Global Investors Australia Limited | Level 1, 111 Harrington Street, Sydney NSW 2000 |

Signature

Company Secretary
Barclays Global Investors Australia

16 February 2007
Date

This is “Annexure A” of 1 page referred to in Form 603 Notice of initial substantial holder

Relevant interest in Aristocrat Leisure Limited (“ALL”) held by members of the Barclays Group.

The list of Barclays entities and their respective holdings are as follows:

| ASX CODE | STOCK NAME | HOLDING | % | COMPANY |
|----------|------------------------|-------------------|-------------|---|
| ALL | Aristocrat Leisure Ltd | 344,210 | 0.07 | Barclays Global Investors Japan Trust & Banking |
| ALL | Aristocrat Leisure Ltd | 214,411 | 0.05 | Barclays Global Investors Japan Ltd |
| ALL | Aristocrat Leisure Ltd | 1,062,433 | 0.23 | Barclays Global Investors Ltd |
| ALL | Aristocrat Leisure Ltd | 2,075,736 | 0.44 | Barclays Global Investors Ltd |
| ALL | Aristocrat Leisure Ltd | 135,600 | 0.03 | Barclays Life Assurance Co Ltd |
| ALL | Aristocrat Leisure Ltd | 3,997,989 | 0.85 | Barclays Global Investors, N.A. |
| ALL | Aristocrat Leisure Ltd | 2,525,905 | 0.54 | Barclays Global Fund Advisors |
| ALL | Aristocrat Leisure Ltd | 888,122 | 0.19 | Barclays Capital Securities Ltd |
| ALL | Aristocrat Leisure Ltd | 27,180 | 0.01 | Barclays Global Investors Canada Ltd |
| ALL | Aristocrat Leisure Ltd | 12,157,007 | 2.60 | Barclays Global Investors Australia Ltd |
| | | 23,428,593 | 5.01 | |

The JP Morgan Chase Bank Inc. and various other custodians (Custodians) hold shares in ALL as custodian and for which the Barclays Group are either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the *Superannuation Industry Supervision Act 1993*.

The holding of shares in ALL was acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

The members of the Barclays Group and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares in ALL.

Each investor in a Fund owns an undivided interest in the Fund’s assets, no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to the members of the Barclays Group.

 Company Secretary
 Barclays Global Investors Australia

16 February 2007
 Date