



**SECURITIES ACT (ARISTOCRAT LEISURE INDUSTRIES PTY LIMITED) EXEMPTION NOTICE 1999**

PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

ANALYSIS

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NOTICE

**1. Title, commencement, and expiry**—(1) This notice may be cited as the Securities Act (Aristocrat Leisure Industries Pty Limited) Exemption Notice 1999.

(2) This notice comes into force on 30 July 1999.

(3) This notice expires on the close of 30 July 2004.

**2. Interpretation**—(1) In this notice, unless the context otherwise requires,—

“Act” means the Securities Act 1978:

“Aristocrat Australia” means Aristocrat Leisure Industries Pty Limited, incorporated in New South Wales, Australia and listed on the Australian Stock Exchange:

“Associated body corporate”, in relation to Aristocrat Australia, means—

(a) A holding company of Aristocrat Australia:

(b) A subsidiary of Aristocrat Australia:

(c) A subsidiary of a holding company of Aristocrat Australia:

“Company” means Aristocrat Leisure Limited, incorporated in New South Wales, Australia and listed on the Australian Stock Exchange:

“Eligible persons” means—

(a) Directors and employees of Aristocrat Australia, or an associated body corporate:

(b) Persons providing personal services (otherwise than as employees) principally to Aristocrat Australia or an associated body corporate:

“Employee share scheme”, in relation to Aristocrat Australia or an associated body corporate, means a scheme for the acquisition of specified securities by eligible persons and—

(a) For which a prospectus is not required, by reason of section 1017 of the Corporations Law of the Commonwealth of Australia, to be lodged or registered; or

(b) To which an exemption from the requirement to lodge or register a prospectus, granted by the Australian Securities and Investment Commission under section 1084 of the Corporations Law of the Commonwealth of Australia, applies:

“Regulations” means the Securities Regulations 1983:

“Specified security” means—

(a) A share in the share capital of the company; and includes an option or right to acquire any such share; and

(b) An interest in, or right under a trust to, a share, or an option or right to acquire a share, in the share capital of the company:

“Trustee”, in relation to an offer of specified securities, means the trustee of an employee share scheme (if the scheme has a trustee) or any person that is the trustee of any securities that are the subject of an employee share scheme.

(2) Any term or expression that is used but not defined in this notice, but that is defined in the Act or the Regulations, has the meaning given to it by the Act or the Regulations.

**3. Exemptions**—(1) Aristocrat Australia, the trustee, and every person acting on their behalf, are exempted from sections 37, 37A, and 38A of the Act and the Regulations (except regulation 8) in respect of any specified securities offered under an employee share scheme to any person who is, when the offer is made, an eligible person.

(2) Aristocrat Australia, the trustee, and every person acting on their behalf, are exempted from sections 51 to 54B of the Act in respect of specified securities.

**4. Conditions of exemption**—The exemptions are subject to the following conditions:

(a) That, before subscription for specified securities, Aristocrat Australia, an associated body corporate, or the trustee has delivered to the person to whom the offer is made a copy of—

(i) The offer document relating to the specified securities; and

(ii) The rules of the employee share scheme under which the offer is made or a summary of those rules:

(b) That offers of specified securities are made in Australia under the employee share scheme only to eligible persons:

(c) That, not later than the date of allotment of the specified securities, Aristocrat Australia or the trustee has deposited with the Registrar of Companies at Wellington a copy of—

(i) The offer document relating to the specified securities; and

(ii) The rules of the employee share scheme under which the offer is made:

(d) If the specified securities are not of, or do not relate to, a class of securities that are quoted on the Australian Stock Exchange,—

(i) That, before the offer is made, an application has been made for the specified securities to be listed for quotation on the Australian Stock Exchange; and

(ii) That, before allotting the specified securities, the company has complied with all the requirements of the Australian Stock Exchange relating to the application that it is required to comply with by the time of allotment.

Dated at Wellington this 27th day of July 1999.

The Common Seal of the Securities Commission was affixed in the presence of:

[L.S.]

E. H. ABERNETHY,  
Chairman.

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EXPLANATORY NOTE

*This note is not part of the notice, but is intended to indicate its general effect.*

This notice comes into force on 30 July 1999 and expires on 30 July 2004. The notice exempts Aristocrat Leisure Industries Pty Limited from the prospectus and investment statement and various other requirements of the Securities Act 1978 and the Securities Regulations 1983. The exemption applies to shares, and options or rights over shares, in Aristocrat Leisure Limited offered to directors, employees, and service providers in New Zealand of Aristocrat Leisure Industries Pty Limited under an employee share scheme. Aristocrat Leisure Limited is a subsidiary of Aristocrat Leisure Industries Pty Limited and both companies are incorporated in New South Wales and listed on the Australian Stock Exchange. The exemption is subject to conditions requiring certain information to be provided to offerees and deposited with the Registrar of Companies in Wellington, and requiring that the securities offered are or will be listed on the Australian Stock Exchange.

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Issued under the authority of the Acts and Regulations Publication Act 1989.  
Date of notification in *Gazette*: 29 July 1999.  
This notice is administered in the Securities Commission.