



CHARTER OF PEOPLE & CULTURE COMMITTEE

The People & Culture Committee (Committee) is established as a committee of the Board of Aristocrat Leisure Limited. This charter sets out the responsibilities delegated by the Board to the Committee and the Committee's composition, role, responsibilities and operation.

Role of the Committee

The role of the Committee is to assist the Board in fulfilling its responsibilities in relation to the following in connection with Aristocrat Leisure Limited and its subsidiaries (**Aristocrat**):

- corporate governance and oversight responsibilities in relation to Aristocrat's people strategy, remuneration and incentive frameworks, diversity, organisational culture and employee engagement;
- the remuneration of non-executive directors;
- the performance and remuneration of, and incentives for, the Managing Director & CEO (**CEO**) and direct reports to the CEO;
- Aristocrat's senior leader and talent identification and development planning processes;
- attracting, retaining and motivating high calibre employees and directors who will create and support long-term, sustainable value for shareholders and other key stakeholders; and
- compliance with applicable laws and regulations relating to remuneration frameworks and disclosure.

Size and Composition

The Committee must consist of at least 3 directors of Aristocrat, all of whom must be non-executive directors and the majority of members of the Committee must be independent.

The Committee membership and Chair of the Committee will be as determined from time to time by the Board.

The Company Secretary will be the secretary of the Committee (**Secretary**) and must attend Committee meetings.

A non-executive director (elect) may be appointed as a member of the Committee, however will be unable to vote until he/she becomes a director.

Authority and Access

The Committee is authorised to perform activities within the scope set out in this charter and to make appropriate recommendations to the Board.

The Board and the Committee may, from time to time, each delegate specific authority to the Chair of the Committee to approve remuneration-related or people-related matters in between scheduled Committee meetings.

The Committee has unrestricted access to information it considers relevant to its responsibilities. This includes the right to access management and to obtain any independent legal or other professional advice that it considers necessary to execute its functions.

Responsibilities

The duties and responsibilities of the Committee (and their scope) are as follows:

People, Remuneration & Incentive Strategy and Framework

1. Review Aristocrat's people strategy, including reward, organisational culture, capability and employee engagement.
2. Review and make recommendations to the Board regarding Aristocrat's overall remuneration and incentive framework, strategies, policies and practices.
3. Set remuneration and incentive policies and practices (where appropriate) within the overall remuneration framework approved by the Board.
4. Monitor the design and effectiveness of Aristocrat's overall remuneration framework in achieving its objectives, including the design and effectiveness of Aristocrat's incentive plans.

Performance Management, Talent & Leadership Identification and Development Planning, and Retention

5. Review principles and policies in relation to the identification, attraction, development and retention of employees, as well as performance management, to ensure that appropriately talented people are available, either through development or recruitment, to achieve Aristocrat's business strategy and objectives.

Diversity & Inclusion

6. Review and make recommendations to the Board regarding Aristocrat's Diversity & Inclusion Policy.
7. Review and make recommendations to the Board on diversity generally within Aristocrat, setting of measurable objectives for achieving diversity and inclusion and reviewing, on an annual basis, progress made towards achieving those objectives.

Remuneration and Performance of the CEO and direct reports to the CEO

In conjunction with the Chairman of the Board, review and make recommendations to the Board on:

The CEO

8. remuneration arrangements for the CEO (including quantum and structure);
9. performance targets and key accountabilities for the CEO, including specific contracted arrangements, and the assessment of individual performance against performance targets and key accountabilities; and
10. termination payments to the CEO for consistency with contractual entitlements and the rules of any incentive plan or policy.

CEO Direct Report Appointment and Remuneration

11. Approve the appointment of, and remuneration arrangements for, direct reports of the CEO (including any special equity awards).
12. Review and make recommendations to the Board, having regard to the CEO's recommendations, on performance targets for the CEO's direct reports and the assessments of individual performance against those performance targets.
13. Review and make recommendations to the Board, having regard to the CEO's recommendations, on the annual remuneration reviews of the CEO's direct reports.
14. Review and make recommendations to the Board on termination payments to the CEO's direct reports for consistency with contractual entitlements and the rules of any incentive scheme or policy.

Remuneration for Non-Executive Directors

15. Review the remuneration framework for non-executive directors (including the amount and structure of Board and Committee remuneration).
16. Review the total fee pool available to non-executive directors (as approved by shareholders).

Annual disclosures

17. Review and make recommendations to the Board for approval of the relevant disclosures to be included in the Annual Report (including the Remuneration Report), the Corporate Governance Statement and the Notice of Annual General Meeting.
18. Consider the overall outcome of the annual shareholder vote on the adoption of the remuneration report when reviewing Aristocrat's remuneration policies and practices.

Other matters

Review the following matters, as required:

19. employee and non-executive director superannuation matters;
20. people and culture trends and metrics;
21. other relevant people and culture matters identified from time to time, or as requested by the Board;
22. this charter at least every two years (or more frequently as required in the event of any legislative or compliance changes impacting the business or reward) and recommend any proposed changes to the Board for approval; and
23. conduct a periodic, but at least biennial, evaluation of the Committee's performance and report findings to the Board.

Administrative Matters

Meetings

The Committee will meet at least 4 times annually, or more frequently as necessary.

Committee meetings may be held or participated in by conference call or similar means, and decisions or recommendations may be made by circular or written resolution. A circular or written resolution signed by all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other electronic means.

Quorum

A quorum will consist of not less than half of the Committee members eligible to vote on a matter.

Should the Chair of the Committee be absent from any meeting of the Committee, the members of the Committee present at that meeting shall appoint one of their number to be Chair of that meeting.

Attendance

All non-executive directors have a standing invitation to attend Committee meetings and have

access to Committee papers, subject to conflicts. Other non-Committee members, including members of management, may attend meetings of the Committee at the invitation of the Committee chair.

Any member may, and the Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee of every Committee meeting. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Committee meeting papers should be distributed to members prior to each meeting in sufficient time to enable members to read the papers and properly prepare for the meeting.

Agenda

The Secretary will prepare an agenda for each Committee meeting for review by the Chair of the Committee. Any member may require business to be included on the agenda provided that the Chair of the Committee and Secretary have been given prior notice.

Minutes

Minutes of meetings of the Committee must be prepared by the Secretary, approved by the Committee Chair in draft and circulated to all members.

The minutes of a Committee meeting will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

A copy of the minutes of the Committee will also be provided to Directors of Aristocrat with Board papers.

Reporting by the Committee

The Committee, through its Chair, must report to the Board at the earliest possible Board meeting after each meeting of the Committee. Such report may be either written or oral and should include (i) any matters that, in the opinion of the Committee, should be brought to the attention of the Board, (ii) any recommendations requiring the approval of the Board, and (iii) all matters relevant to the Committee's role and responsibilities.

Approved by the Board	12 December 2019
Accountable	Corporate General Counsel & Company Secretary
Contact	Corporate General Counsel & Company Secretary