Tax Guide
Purchased Shares and Matching Rights
INDIA

OVERVIEW

This guide has been prepared to provide you with a summary of the tax consequences and certain other issues associated with the grant of Purchased Shares and Matching Rights by **Aristocrat Leisure Limited** (the "Company") under the **Aristocrat Leisure Limited SuperShare Plan** (the "Plan").

This summary is based on the tax laws in effect in your country as of **August 2021.**

Tax laws often are complex and can change frequently. As a result, you should consult with your personal tax advisor for current information and further guidance regarding your personal tax liabilities and responsibilities associated with your enrollment in the Plan, the purchase of Purchased Shares, the grant and vesting of your Matching Rights, the issuance of Company shares, the payment of any dividends on such shares, and the sale of Company shares acquired under the Plan.

Please note that this summary is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation, and the Company is not in a position to assure you of any particular tax result. If any dividends are paid on shares, it is assumed that the dividends will be paid into an offshore brokerage account (*i.e.,* they will not be paid by a bank in your country or into an account in your country). **You should consult with an appropriate professional advisor as to how the tax or other laws in your country apply to your specific situation.**

If you are a citizen or resident of another country or transfer employment and/or residency after you enroll in the Plan and/or the Matching Rights are granted to you or if you are no longer actively employed at the time of the taxable event, the information contained in this supplement may not be applicable to you.

TAXATION OF PURCHASED SHARES AND MATCHING RIGHTS	
Enrollment	No taxation.
Purchase of Purchased Shares	No taxation, assuming there is no difference between the fair market value of the shares[8] when you purchase them and the purchase price.
Grant of Matching Rights	No taxation.
Vesting of Matching Rights	You will be subject to taxation on the date the Matching Rights vest and you acquire shares.
Taxable Amount	The fair market value of the shares[9] on the date of vesting.
Nature of Taxable Amount	Employment benefit.
Is Income Tax Payable?	Yes.
Are Employee Social Insurance Contributions Payable?	No.
Other Taxes	Education and Health cess. Education and health cess at a rate of 4% will be due on the income tax payable plus surcharge. Surcharge. Taxable income exceeding a certain threshold will be subject to a surcharge; the relevant thresholds are currently as follows: • INR 5 million - 10% surcharge • INR 10 million - 15% surcharge • INR 20 million - 25% surcharge • INR 50 million - 37% surcharge

COMPANY/EMPLOYER TAX WITHHOLDING AND REPORTING	
Withholding	
Is Income Tax Withheld?	Yes.
Are Employee Social Insurance Contributions Withheld?	Not applicable.

[8] For Indian tax purposes, the fair market value of the shares may be determined based on a valuation prepared by a Category 1 Merchant Bank. If there is a difference between this value and the purchase price for the Purchased Shares, you will be subject to income tax and other taxes with respect to this amount, which will be considered an employment benefit for tax purposes.
[9] For Indian tax purposes, the fair market value of the shares may be determined based on a valuation prepared by a Category 1 Merchant Bank.

COMPANY/EMPLOYER TAX WITHHOLDING AND REPORTING	
Are Other Taxes Withheld?	Yes (Education and health cess and surcharge).
Reporting	
Does the Taxable Amount Need to be Reported?	Your employer will report the taxable amount as taxable income to the local tax authorities on Form 24Q (quarterly statement of tax withholding). In addition, your employer will report the taxable amount to you on Form 12BA attached to Form 16, by June 15 following the fiscal year end (March 31) in which the taxable event occurs.

DIVIDENDS	
Taxation in Your Country	If you acquire shares and a dividend is subsequently declared on the Company's shares, any dividends paid with respect to the shares will be subject to tax in your country.
Taxation in Australia	You should not be subject to tax in Australia to the extent any dividend is franked (i.e., paid out of profits that have been subject to Australian tax). If a dividend is partly franked or unfranked, the company may be required to withhold Pay-As-You-Go ("PAYG") withholdings from the dividend payment. If you reside in a country with which Australia has a tax treaty, the tax treaty will set the rate of PAYG withholdings required. If there is no tax treaty, the rate will be 30%. You may be entitled to a tax credit in your country for any PAYG withheld at source. *You should consult with your personal tax advisor regarding the availability of such a credit.*

SALE OF SHARES	
Taxation in Your Country	When you sell shares acquired under the Plan, you will be subject to capital gains tax to the extent that the sale proceeds exceed your cost basis in the shares (generally, the fair market value of the shares on the date of acquisition, as determined by a Category 1 Merchant Bank). If you hold the shares acquired under the Plan for more than 24 months, you will be taxed at the more favourable long-term capital gains tax rate (plus health and education cess and, if applicable, surcharge) and entitled to claim cost inflation indexation benefits on your cost of acquisition. In case of long-term capital gains, you may be eligible to certain deductions based on specified reinvestments, subject to prescribed conditions. If you hold the shares for 24 months or less, you will be taxed at your marginal income tax rate (plus education and health cess and, if applicable, surcharge).

SALE OF SHARES	
	If your sale proceeds are lower than your cost basis in the shares, you will realize a loss. Capital losses (short-term or long-term) may be offset against other capital gains of the same nature (*i.e.*, short-term or long-term) that you realize in the same tax year or in any subsequent tax year up to a maximum of 8 years. Long-term capital losses cannot be set off against short-term capital gains. An income tax return is required to be filed by the relevant due date in order to be eligible to carry forward capital losses, if any.
Taxation in Australia	Assuming you are not an Australian tax resident, you should not be subject to tax in Australia on any gain you realize when shares acquired under the Plan are sold.

YOUR TAX REPORTING AND PAYMENT OBLIGATIONS	
Purchase of Purchased Shares	None.
Vesting of Matching Rights	You are required to report the taxable income in your income tax return ("ITR") based on the amount reported by your employer in Form 16 and pay any additional tax due.
Dividends	You are responsible for reporting the dividend amount and paying any local country tax due on the dividends paid on your shares. Tax on dividends is payable under the Advance Tax System during the fiscal year (*i.e.*, April 1 – March 31) in four (4) instalments, as follows: • On or before June 15 – not less than 15% of the tax payable for the year; • On or before September 15 – not less than 45% of the tax payable for the year, reduced by the amount paid in the earlier instalment; • On or before December 15 – not less than 75% of the tax payable for the year, reduced by the amount paid in the earlier instalment; and • On or before March 15 – the whole amount of the tax payable for the year, reduced by the amount paid in the earlier instalments. You are required to assess and determine the approximate dividend amount that you would earn during a year and deposit taxes accordingly on an estimated basis. In addition, you are required to report any dividends in the ITR under "Income from Other Sources." You may be entitled to claim a credit for any foreign tax withheld on your dividends in the ITR, in which case, prior to filing the ITR, you must file Form 67 to report the withholding tax and the foreign tax credit being claimed.

YOUR TAX REPORTING AND PAYMENT OBLIGATIONS	
Sale of Shares	You will be responsible for reporting and paying any tax resulting from the sale of shares. Capital gains tax is payable under the Advance Tax System during the fiscal year (*i.e.*, April 1 – March 31) in four (4) instalments, as follows: • On or before June 15 – not less than 15% of the tax payable for the year; • On or before September 15 – not less than 45% of the tax payable for the year, reduced by the amount paid in the earlier instalment; • On or before December 15 – not less than 75% of the tax payable for the year, reduced by the amount paid in the earlier instalment; and • On or before March 15 – the whole amount of the tax payable for the year, reduced by the amount paid in the earlier instalments. Payments are due pursuant to the above schedule based on the date that you realize a capital gain. For example, if you realize a capital gain in October, you must pay not less than 75% of the tax due on such capital gain by December 15 and the remaining tax due by the applicable dates. If you fail to pay the required amount of capital gains tax according to the above schedule, you will be liable for interest at a rate of 1% per month on the amount of the underpayment. In addition, you are required to report any capital gain/loss in your ITR under "Income from Capital Gains". You must also report any shares held at any time during the applicable tax year (April 1 – March 31) in Schedule Foreign Assets in the ITR. *The calculation of capital gains (losses) at the time of sale is complex and you should consult with your personal tax advisor*.
General	The deadline for filing the ITR is July 31.

OTHER INFORMATION	
Foreign Asset/Account Reporting	You are required to declare your foreign bank accounts and any foreign financial assets (including shares held outside India) in your annual tax return. *As the reporting rules are stringent, you should consult with your personal tax or legal advisor regarding this reporting obligation.*
Exchange Control	You are required to repatriate the cash proceeds received upon the sale of shares and the receipt of any dividends and convert such funds into local currency within specified timeframes as required under applicable regulations. You should retain the foreign inward remittance certificate as evidence of repatriation. *As exchange control regulations can change*

OTHER INFORMATION	
	frequently and without notice, you should consult your personal legal advisor to ensure compliance with current regulations.