



**Tax Guide**  
**Purchased Shares and Matching Rights**  
**JAPAN**

**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

<b>Enrollment</b>	No taxation.
<b>Purchase of Purchased Shares</b>	No taxation, assuming there is no difference between the fair market value of the shares when you purchase them and the purchase price.
<b>Grant of Matching Rights</b>	No taxation.
<b>Vesting of Matching Rights</b>	You will be subject to taxation on the date the Matching Rights vest and you acquire shares.
<i>Taxable Amount</i>	The fair market value of the shares issued to you at vesting.
<i>Nature of Taxable Amount</i>	Remuneration income.
<i>Is Income Tax Payable?</i>	Yes (both national tax and local inhabitants tax).
<i>Are Employee Social Insurance Contributions Payable?</i>	No.
<b>Other Taxes</b>	<p><u>Special Income Tax for Reconstruction.</u> Until December 31, 2037, a special 2.1% surtax to fund reconstruction after the East Japan tsunami disaster will be applied to the national tax portion of your tax liability (including the national tax liability due on income realized under the Plan).</p> <p><u>Exit Tax.</u> An “exit tax” will be imposed on Japanese nationals and certain long-term residents who leave Japan with assets of JPY 100 million or more. Securities, such as shares acquired under the Plan, are among the assets subject to this exit tax.</p> <p><i>You should consult with your personal tax advisor regarding any other taxes due.</i></p>

## COMPANY/EMPLOYER TAX WITHHOLDING AND REPORTING

<b>Withholding</b>	
<i>Is Income Tax Withheld?</i>	No.
<i>Are Employee Social Insurance Contributions Withheld?</i>	Not applicable.
<i>Are Other Taxes Withheld?</i>	No.

## COMPANY/EMPLOYER TAX WITHHOLDING AND REPORTING

### Reporting

*Does the Taxable Amount Need to be Reported?*

Yes. Your employer will report the taxable amount as taxable income to the Japanese tax authorities on Form 9(3) by March 31 of each year with respect to income realized during the prior calendar year.

## 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 subsequently sell Company shares acquired under the Plan, you may be subject to additional taxation on any gain you recognize.

The taxable gain will equal the difference between the sale proceeds and your cost basis in the shares (generally, the fair market value of the shares on the date of acquisition). This amount generally will be subject to taxation at a flat rate (consisting of national level individual tax and local level inhabitants tax), plus Special Income Tax for Reconstruction on the national level individual income tax amount, applicable through December 31, 2037.

If you sell Company shares acquired under the Plan at a price that is less than your cost basis in the shares, you will realize a capital loss. Capital losses may be offset from any capital gain of other listed companies' shares realized in the same tax year. However, capital losses on the sale of Company shares through a Japanese broker may be offset from any capital gain and dividends of other listed companies' shares realized in the same tax year and during the following three (3) years.

## SALE OF SHARES

<b>Taxation in Australia</b>	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.
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## YOUR TAX REPORTING AND PAYMENT OBLIGATIONS

<b>Purchase of Purchased Shares</b>	None.
<b>Vesting of Matching Rights</b>	You are responsible for paying any applicable tax due to the national tax office governing your address at the time you file your personal income tax return (the "Tax Office") by March 15 of the year following the calendar year of the taxable event (the "Due Date"). You will be also responsible for filing your personal income tax return by the Due Date.
<b>Dividends</b>	You are responsible for reporting the dividend amount and paying any applicable tax to the Tax Office by the Due Date.
<b>Sale of Shares</b>	You are responsible for reporting any taxable gain arising upon the sale of Company shares and paying any applicable tax to the Tax Office by the Due Date.  <i>The calculation of capital gains (losses) at the time of sale is complex and you should consult with your personal tax advisor.</i>

## OTHER INFORMATION

<b>Foreign Asset/Account Reporting</b>	If you hold foreign assets (including shares acquired under the Plan) with a total net fair market value exceeding JPY 50 million as of December 31 of each year, you are required to report such assets to the Tax Office by March 15 of the following year.  <i>You should consult with your personal tax advisor to determine your reporting obligations.</i>
<b>Exchange Control</b>	If you acquire shares valued at more than JPY 100 million in a single transaction, you must file a Securities Acquisition Report with the Ministry of Finance through the Bank of Japan within 20 days after the acquisition of the shares.  <i>You should consult with your personal tax advisor to determine your reporting obligations.</i>