



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

**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.

The tax consequences described in this guide are based, in part, on the absence of an arrangement for the Company to charge the costs of the awards to your employing entity (referred to as a “recharge arrangement”). In the event of any change to the recharge arrangement with your employer, the taxation and related requirements of awards granted to you may be different than those described in this guide. The Company expressly reserves the right to implement, modify or terminate a recharge arrangement with your employing entity at any time.

<b>TAXATION OF PURCHASED SHARES AND MATCHING RIGHTS</b>	
<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. <sup>18</sup>
<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 on the date of issuance.
<i>Nature of Taxable Amount</i>	Material (Financial) benefit.
<i>Is Income Tax Payable?</i>	Yes.
<i>Are Employee Social Insurance Contributions Payable?</i>	No.
<b>Other Taxes</b>	No.

<b>COMPANY/EMPLOYER TAX WITHHOLDING AND REPORTING</b>	
<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>	Not applicable.
<b>Reporting</b>	
<i>Does the Taxable Amount Need to be Reported?</i>	No. Your employer will not be subject to any reporting obligations in connection with your participation in the Plan.

<sup>18</sup> There is a risk of taxation upon grant on an amount determined by a formula set forth in Russian securities law and again at vesting. However, it can be inferred from certain private rulings of the Ministry of Finance that a Matching Right is taxable only at vesting, not upon grant, because the award is not a financial instrument. Although these private rulings do not apply to other taxpayers, it is helpful precedent. *You should consult with your personal tax advisor to determine your personal tax liability.*

<b>DIVIDENDS</b>	
<b>Taxation in Your Country</b>	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.
<b>Taxation in Australia</b>	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. <i>You should consult with your personal tax advisor regarding the availability of such a credit.</i>

<b>SALE OF SHARES</b>	
<b>Taxation in Your Country</b>	<p>When you subsequently sell shares acquired under the Plan, you will be subject to the individual income tax on capital gains to the extent that the sale proceeds, net of broker fees and other expenses, exceed your cost basis in the shares (generally, the fair market value of the shares on the date of acquisition).</p> <p>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 gains of the same category (i.e., securities) realized in the same tax year or any subsequent year during a 10-year loss carry-forward period. Losses can be carried forward only as long as the Company shares are traded on a securities exchange.</p> <p>Please note that share identification rules may affect the cost basis (and, therefore, any taxable capital gain or allowable loss) for the purposes of calculating your capital gains tax liability. For Russian tax purposes, these rules are based on the "First In, First Out" (FIFO) accounting method and their impact will vary according to your personal circumstances.</p>
<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.

<b>YOUR TAX REPORTING AND PAYMENT OBLIGATIONS</b>	
<b>Purchase of Purchased Shares</b>	None.
<b>Vesting of Matching Rights</b>	You will be personally responsible for reporting the taxable amount in your annual tax return (3-NDFL form), which is due by April 30 of the year

## YOUR TAX REPORTING AND PAYMENT OBLIGATIONS

	following the year of the taxable event, and for paying any tax due on or before July 15 of that year.
<b>Dividends</b>	You will be personally responsible for reporting any dividends you receive in your annual tax return (3-NDFL form), which is due by April 30 of the year following the year of the dividend payment, and for paying any taxes due on or before July 15 of that year.
<b>Sale of Shares</b>	You will be personally responsible for reporting any capital gains (losses) realized upon the sale of shares in your annual tax return (3-NDFL form), which is due by April 30 of the next year following the year of sale, and for paying any tax due on or before July 15 of that year.  <i>You should consult with your personal tax advisor prior to acquiring or selling Company shares.</i>
<b>General</b>	You may use the electronic form on the Russian Federal Tax Service website using the online computer program “Declaration” of the Federal Tax Service.

## OTHER INFORMATION

<b>Foreign Asset/Account Reporting</b>	You are required to report the opening, closing or change of details of any foreign brokerage account to the Russian tax authorities within one (1) month of opening, closing or change of details of such account. You also are required to submit an annual cash flow report for any such foreign brokerage account on or before June 1 of the following year.  <i>You should consult with your personal legal advisor to determine the applicability of these reporting requirements to any brokerage account opened in connection with your participation in the Plan.</i>
<b>Exchange Control</b>	You may be required to repatriate cash proceeds from your participation in the Plan (e.g., cash dividends, sale proceeds) as soon as you intend to use those cash amounts for any purpose, including reinvestment. If the repatriation requirement applies, such funds must initially be credited to you through a foreign currency account at an authorized bank in Russia. After the funds are initially received in Russia, they may be further remitted to other accounts, including ones at foreign banks, in accordance with Russian exchange control laws.  Certain exceptions to the repatriation requirement may apply.  <i>You should consult with your personal legal advisor to determine the applicability of the repatriation requirement to any cash received in connection with your participation in the Plan and to ensure compliance with any applicable exchange control requirements.</i>