Australia

Employment

Labor Concerns

Employees may have rights to additional vesting or other benefits under the Plan in cases of involuntary termination. To reduce the risk for potential claims to employee entitlements, the Plan should expressly state that participation in the Plan is discretionary and that termination of employment will result in the loss of unvested Stock.

Communications

Additional Australia-specific employee communications may be necessary depending on the securities exemption relied upon (see below). Electronic execution of award agreements may be acceptable under certain conditions.

Regulatory

Securities Compliance

Certain disclosure requirements apply to companies that offer securities unless such an offer falls within: (i) a specific exemption under the Corporations Act; (ii) a Class Order exemption issued by the Australian Securities & Investments Commission (the "**ASIC**"); or (iii) an individual exemption granted by the ASIC. Filings and disclosure obligations may apply even if an exemption is relied upon. Additional requirements may attach to savings arrangements.

Foreign Exchange

There are no foreign exchange restrictions applicable to the Plan.

Data Protection

Employee consent for the processing and transfer of personal data is the recommended method of compliance with existing data privacy requirements. The Subsidiary and Issuer should implement safeguards so that (i) the use of the employees' tax identification information is restricted to tax purposes; and (ii) the use of other personal data is restricted to specific purposes disclosed in a written consent.

Tax

Employee Tax Treatment

Where a real risk of forfeiture or salary sacrifice arrangement exists, tax is payable at the deferred taxing point, which is broadly the earliest of: (i) there no longer being a real risk of forfeiture (for example when Stock is actually acquired); (ii) no restriction on disposal; (iii) cessation of employment; and (iv) the seventh anniversary of grant. Otherwise, tax is payable on the tax market value of the Stock purchased at the time of acquisition.

If the number of shares of Stock to be acquired is not known then the calculation of any tax due can only be made when that becomes known, the taxing point will be the date the right was originally granted (or, if later, the deferred taxing point), and it may therefore be necessary to revise an earlier year's tax assessment.

When the Stock is sold, a 50% exemption on the capital gains (after allowing for capital losses) is available if the Stock has been held for 12 months or more.

Social Insurance Contributions

The benefits received under a purchase plan are subject to a Medicare levy and, in some cases, an additional surcharge.

This summary is intended to reflect local law and practice as at 1 May 2013. Please note, however, that recent amendments and legal interpretations of the local law may not be included in these summaries. In addition, corporate governance, administration, and plan design facts that are specific to your company may impact how the local laws affect the company's equity based compensation plans.
With these matters in mind, companies should not rely on the information provided in this summary when implementing their stock plans.

Australia (cont.)

Withholding and Reporting	There is no obligation on the employer to withhold tax, unless an employee has failed to supply a tax file number. Employers are required to report annually the acquisition of Stock or rights and, if tax has become payable by any employee during the relevant financial year, the market value of the Stock or rights at the taxing time.
Employer Tax Treatment	In all Australian States and Territories, the Plan benefit is included in the calculation of the employer's payroll tax. If the Subsidiary reimburses the Issuer for the cost of Plan benefits under a reimbursement agreement, the Subsidiary is permitted to claim a tax deduction.