TAX INFORMATION SUPPLEMENT 2019 CHILE

GLOBAL SHARE PLAN
Powered by Lovinklaan Foundation

This supplement has been prepared to provide you with a summary of the tax consequences of the Global Share Plan ("Plan"). The description of the tax consequences is not decisive when completing your personal income tax return.

All capitalized terms used herein are used as they are defined or used in the Plan.

This supplement is based on tax laws in effect in Chile as of 1 January 2019. It does not necessarily address all local tax laws that may apply to you. Such laws are often complex and can change frequently. As a result, the information contained in this summary may be out of date at the time you become vested in your Arcadis NV shares.

Please note that this supplement 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 Arcadis NV and your Employer are not in a position to assure you of any particular tax result. Accordingly, you are strongly advised to seek appropriate professional advice as to how the tax laws in your country apply to your specific situation.

If you are a citizen or resident of another country, the information contained in this supplement may not be applicable to you.

TAX INFORMATION

1 DATE OF GRANT

On the date you enroll in the Plan and you are granted a Purchase Right to purchase shares in Arcadis NV against a discounted purchase price, you are not subject to taxation.

2 PURCHASE DATE

On the date your accumulated Saved Amounts are used to purchase whole or fractional shares in Arcadis NV against a discounted purchase price, you will be subject to employment tax on the difference between the Fair Market Value of the purchased Arcadis NV shares and the discounted purchase price.

3 TAX WITHHOLDING AND REPORTING

In general, on the purchase date the local Employer in Chile will not be required to report the difference between the Fair Market Value of the acquired Arcadis NV shares and the purchase price as taxable work-related income to the Chilean tax authority.

In opposition to the above, within the 12th day of the month following in which the acquisition took place, you will be required to report as income subject to employment tax the difference between Fair Market Value of the purchased Arcadis NV shares and the discounted purchase price. Said reporting is to be made to the Chilean tax authority through Form 29, which will require you to pay the tax applicable along with the filing.

4 CAPITAL GAINS TAXATION

Note: the taxation herein provided requires that the employee registers its shares as investment abroad in the Chilean IRS's special registry and complies with filing annual tax information return 1929 (due this year by June 29th, 2018 relative to investments held on foreign company shares or quotas.

You will be subject to taxation upon disposition of your Arcadis NV shares on the difference between the sale price and the Fair Market Value of the shares on the date of acquisition, adjusted for inflation pursuant to the domestic consumer price index. Any Arcadis NV shares sold that are held on your Share Sub Account at UBS bank, will be sold in accordance with the chronological order based on the purchase date of the Arcadis NV shares held on your Share Sub Account ("first in, first out" principle).

When realizing a capital gain upon the disposition of your Arcadis NV shares you will be subject – when paid – to the First Category Tax ("FCT") at a 25% rate), and to Surtax (personal progressive tax with rates ranging from 0% to 35%, which must be declared and paid on an annual basis), against which the FCT effectively paid is creditable[1].

For purposes of illustrating the abovementioned, please find a numerical example. Please note that it may not apply to your particular tax or financial situation, and Arcadis NV and your Employer are not in a position to assure you of any particular tax result.

- Capital gain: CLP 100
  (sales price minus Fair Market Value of shares on acquisition and monetary correction)
- FCT (25% de CLP 100): CLP 25
  (Please note that no foreign tax credit applies for withholding tax paid abroad in respect of capital gains, if any)
- Surtax (progressive rate, e.g. 15%) 35% de CLP 100: CLP 35
  (Please note that at the Surtax level, you are allowed to credit the FCT effectively paid in respect of such capital gain)

Please note that you are solely and fully responsible for declaring and paying the taxes related to this income, and that Arcadis NV and your Employer are not obliged to comply with any Tax-Related Item, tax return filing, any tax payment nor to assure you of any particular tax result.

Finally, please note that currently there is no tax treaty between Chile and the Netherlands but negotiations take place between the governments of these countries. Such tax treaty – when in force – may change the noted tax treatment.

5 DIVIDENDS TAXATION

You will be subject to taxation upon payment of dividends – either in cash or in kind – in respect of your Arcadis NV shares. Dividends paid by non-Chilean domiciled companies – such as Arcadis NV – are subject to the "FCT" (with a 25% rate) and to Surtax (personal progressive tax with rates ranging from 0% to 35%), against which is creditable the FCT effectively paid. If the investment in Arcadis NV shares is registered with the Chilean Internal Revenue Service (the "CIRS") and made through the formal foreign exchange market (FEM) – ie. transferring through a bank – , you may be eligible for a foreign tax credit against the FCT for any tax withheld in the Netherlands on the dividends paid. Investments not registered with the CIRS are not eligible for the foreign tax credit.

Please note, under certain statutory conditions, the dividend may be exempt from Dutch dividend withholding tax. You will be informed about the amount of Dutch dividend tax actually withheld.

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1 Please bear in mind that for practical purposes, the distinction between the FCT and the Surtax has no effect. In this sense, since **(i)** both taxes are reported and paid during the same period; and since **(ii)** the FCT effectively paid is creditable against the Surtax; in practice, the taxpayer only ends up paying a 35% Surtax

Note: to be eligible for foreign tax credit, the employee should also file annual information return 1929 relative to investments held on foreign company shares or quotas, and obtain a tax payment certificate issued by the foreign tax authority.

For purposes of illustrating the abovementioned, please find a numerical example. Please note that it may not apply to your particular tax or financial situation, and Arcadis NV and your Employer are not in a position to assure you of any particular tax result.

- Gross dividends distributed during a year: CLP 100
- Withholding tax paid abroad upon dividend payment: (total available credit)* CLP 15
- Net Dividends received during a year: CLP 85
- FCT: 25% de CLP 100 (CLP 85 + CLP 15) = CLP 25
- Possible foreign tax credit against FCT: (in this case the total credit) CLP 15
- FCT to be paid: (without any foreign tax credit remnant) CLP 10

*(Please note that as the income withholding tax applicable abroad is lower than the Chilean FCT, the income tax paid by the foreign entity for such dividends may also be credited against the FCT. In addition, please note that (i) the "total available credit" amount may vary depending on the amount of the dividends remitted; and (ii) that the "total available credit" also has a global limit, according to which it may not exceed 32% of the total foreign net income accrued or received during the respective commercial year).

Please note that you are solely and fully responsible for declaring and paying the taxes related to this income, and that Arcadis NV and your Employer are not obliged to comply with any Tax-Related Item, tax return filing, any tax payment nor to assure you of any particular tax result. Finally, please note that currently there is no tax treaty between Chile and the Netherlands but negotiations take place between the governments of these countries. Such tax treaty – when in force – may change the noted tax treatment.

6 EXCHANGE CONTROL INFORMATION

In general, and for statistical and informative purposes only, you will be obliged to report to the Central Bank of Chile the remittance of funds outside of Chile to acquire Arcadis NV shares if in excess of USD 10,000.

7 MISCELLANEOUS

Your Arcadis NV shares are registered at the following account: 000805172.

8 GLOSSARY

Fair Market Value: means the last available closing trading price of an Arcadis NV share on the Stock Exchange as reported by Bloomberg or any other appropriate source;
Disposition: means selling, assigning or transferring your Arcadis NV shares;
Capital Gain: means the profit or benefit that you receive when selling, assigning or transferring your Arcadis NV shares;
First Category Tax: means the "Impuesto de Primera Categoría" as stated in the Chilean Income Tax Law, currently at a rate of 25%;
Surtax: means the "Impuesto Global Complementario" as stated in the Chilean Income Tax Law;
Dividends: means any profits in cash (or in Arcadis NV shares) that you will receive as a shareholder of Arcadis NV.

SECURITIES LAW INFORMATION

*THE OFFER OF THE PURCHASE RIGHT STARTS PER THE DATE OF THIS PARTICIPATION AGREEMENT AND IS MADE SUBJECT TO THE PROVISIONS OF GENERAL RULING NO. 345 OF THE CHILEAN COMMISSION FOR THE FINANCIAL MARKET, FORMERLY THE SUPER-INTENDENCE OF SECURITIES AND INSURANCE ("**CMF**"). THE PURCHASE RIGHT AND THE ORDINARY SHARES ARE NOT REGISTERED IN THE REGISTRY OF SECURITIES OR IN THE REGISTRY OF FOREIGN SECURITIES OF THE CMF AND THEREFORE THE ORDINARY SHARES AND THE PURCHASE RIGHT ARE NOT SUBJECT TO ITS OVERSIGHT. GIVEN THAT*

NEITHER THE PURCHASE RIGHT NOR THE ORDINARY SHARES ARE REGISTERED WITH THE CMF. LOVINKLAAN NOR ANY GROUP COMPANY IS OBLIGATED TO PROVIDE PUBLIC INFORMATION IN CHILE REGARDING THE SUBJECT TO PUBLIC OFFERING AS LONG AS THE ORDINARY SHARES ARE NOT REGISTERED WITH THE REGISTRY OF FOREIGN SECURITIES OF THE CMF, UNLESS THE OFFER COMPLIES WITH THE CONDITIONS SET FORTH IN GENERAL RULING NO, 345

LA OFERTA DEL DERECHO DE COMPRA COMIENZA A PARTIR DE LA FECHA DE ESTE ACUERDO DE PARTICIPACIÓN Y SE ACOGE A LAS DISPOSICIONES DE LA NORMA DE CARÁCTER GENERAL N° 345 DE LA COMISIÓN PARA EL MERCADO FINANCIERO, ANTERIORMENTE LA SUPERINTENDENCIA DE VALORES Y SEGUROS ("CMF"). EL DERECHO DE COMPRA Y LAS ACCIONES ORDINARIAS NO ESTÁN REGISTRADAS EN EL REGISTRO DE VALORES O EN EL REGISTRO DE VALORES EXTRANJEROS DE LA CMF, POR LO QUE LAS ACCIONES ORDINARIAS Y EL DERECHO DE COMPRA NO ESTÁN SUJETOS A SU FISCALIZACIÓN. DADO QUE NI EL DERECHO DE COMPRA NI LAS ACCIONES ORDINARIAS ESTÁN REGISTRADAS CON LA CMF, NI LOVINKLAAN NI NINGUNA COMPAÑÍA DEL GRUPO ESTÁN OBLIGADAS A PROPORCIONAR INFORMACIÓN PÚBLICA EN CHILE RESPECTO DEL DERECHO DE COMPRA Y LAS ACCIONES ORDINARIAS. EL DERECHO DE COMPRA NO ESTARÁ SUJETO A OFERTA PÚBLICA EN TANTO LAS ACCIONES ORDINARIAS NO ESTÉN REGISTRADAS EN EL REGISTRO DE VALORES EXTRANJEROS DE LA CMF, A MENOS QUE LA OFERTA CUMPLA CON LAS CONDICIONES ESTABLECIDAS EN LA NORMA DE CARÁCTER GENERAL N° 345.