GLOBAL SHARE PLAN
Powered by Lovinklaan Foundation

TAX INFORMATION SUPPLEMENT 2020 UNITED KINGDOM

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 the United Kingdom as of 1 January 2020. 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 As a result, the information contained in this summary may be out of date at the time you participate into the Plan, acquire shares, receive dividends or sell shares acquired under the Plan.

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 is 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.

This supplement assumes that you are and will remain resident in the UK and are not subject to the remittance basis of taxation. 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 ENROLMENT IN THE PLAN

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 income tax or National Insurance contributions ("NICs").

2 ACQUISITION OF SHARES

Your savings will be taken from your net pay (i.e. post tax).

On the date your accumulated post- tax savings are used to purchase whole or fractional shares in Arcadis NV against a discounted purchase price, you will be subject to a further charge to income tax and employee NICs.

As a condition of your participation in the Plan and to ensure that there is no further income tax or NICs due at the end of the one year "blocking period", you will need to enter into a standard "section 431 election" with your employer (which is provided as Schedule 5 to the Participation Agreement). As a result, when you acquire your Arcadis NV shares, you will then be subject to income tax and NICs on the amount by which the full unrestricted value of the Arcadis NV shares exceeds the discounted purchase price.

The taxable amount will be treated as employment income and will be subject to income tax at your marginal income tax rate, depending upon your annual earnings. In addition, employee NICs will be payable on the taxable amount at a rate of 12% on earnings above the primary threshold (£166 per week for tax year 2019/2020) but up to and including the upper earnings limit (£962 per week for tax year 2019/2020), and at a rate of 2% on earnings above the aforementioned upper earnings limit.

You will need to pay to your employer the amount of the income tax and employee NICs due up front. Please see the section on Tax Withholding and Reporting hereafter.

EXAMPLE TAX CALCULATION ON ACQUISITION OF ARCADIS NV SHARES (assuming a 40% tax payer)

• Monthly contribution (post tax)	£ 100
• Closing trading price at purchase	£ 25
• Amount paid per share (£25 – 20% discount)	£ 20
• Shares purchased (£100 / £20)	5

• Total monthly (gross) fiscal benefit 5 x (£25 – £20)	£ 25
• Income tax (40% x £25)	£ 10
• Employee National Insurance (2% x £25)	£ 0.5
= Total income tax and employee NICs	£ 10.5

• Paid (£100 + £10.5)	£ 110.5
• Value received (5 x £25)	£ 125
= Net benefit at purchase	£ 14.5

3 EXPIRY OF THE ONE-YEAR "BLOCKING PERIOD"

You will not be subject to income tax and employee NICs when the one-year "blocking period" expires.

4 TAX WITHHOLDING AND REPORTING

Your UK employer will be required to withhold and account for the income tax and employee NICs due on acquisition of Arcadis NV shares to HM Revenue & Customs under the Pay As You Earn ("PAYE") withholding system. Under the PAYE system, each time you are paid, your employing company deducts income tax and employee NICs from your pay, and pays these amounts over to HM Revenue and Customs ("HMRC"). The objective is that the total of the amounts deducted over the course of the tax year will equal your actual tax and NICs liability for that tax year, although this can depend on your personal circumstances.

If income tax or NICs are due when you acquire Arcadis NV shares, the amounts due must also be withheld under the PAYE system. Any withholding obligation may be satisfied by withholding the income tax and employee NICs from your salary or any other payments due to you, including from any bonus payable to you. Arcadis NV also reserves the right to ask you for the amounts due directly.

If, for any reason, the local entity does not withhold the income tax under the PAYE system or by another permitted method, you must reimburse the local entity for the tax paid.

If you make student loan repayments through the PAYE system, such repayments will also be due on the taxable amount when you acquire ARCADIS NV shares and your employer will deduct the repayments from your pay.

Provided all income tax due on any income recognised on the date of acquisition and the expiry of the one-year "blocking period" is withheld via the PAYE system, you do not need to specifically report this on your annual self-assessment tax return. However, if any amounts of income tax are not withheld via the PAYE system, you are responsible for reporting these on your annual self-assessment tax return. You are also responsible for reporting and paying any tax resulting from the receipt of any dividends and sales proceeds.

5 SALE OF SHARES

When you subsequently sell or otherwise dispose of Arcadis NV shares you acquired under the Plan, if your shares have increased in value, you will be subject to capital gains tax on the amount by which the sale price of the Arcadis NV shares exceeds your cost basis in the shares (which is generally the market value of the Arcadis NV shares on the date of acquisition, although please note that the share identification rules may impact your cost basis - see below).

You will be personally responsible for reporting any taxable gains arising upon the sale or disposal of the Arcadis NV shares on your personal self-assessment tax return and paying the applicable taxes directly to HMRC. Arcadis NV and/or your employer have no responsibility in respect of your capital gains tax liabilities.

Capital gains tax will be payable at a rate of 10% where total taxable gains and income in any tax year (net of reliefs and allowances, including the annual personal exemption, £12,000 for the 2019/2020 tax year) are less than the upper limit of the income tax basic rate band (less allowances) - (£37,500 for the 2019/2020 tax year). A tax rate of 20% will apply to gains (or any parts of gains) above the £37,500 threshold.

If you acquire other shares in Arcadis NV, you will need to take into account the share identification rules in calculating your capital gains tax liability. All shares of the same class in Arcadis NV will be treated as forming a single asset (a share pool), regardless of when you acquired them. The base cost of the shares in the share pool is calculated on the average base cost of all the shares in the share pool (rather than being calculated on the basis of selected shares within the share pool).

However, the share pool does not apply in relation to any shares acquired on the same day as you sell any shares and any shares acquired within the following 30 days. Disposals are therefore taken to be made in the following order:

– against acquisitions on the same day;
– against acquisitions within the 30 days following the disposal; and
– against shares in the share pool.

The capital gains tax rules are complex and their impact will vary according to your own circumstances.

It is recommended that you obtain your own independent tax advice prior to any acquisition or sale of Arcadis NV shares.

6 DIVIDENDS

You will be subject to income tax at the applicable rates (up to 38.1% for the tax year 2019/20, depending on your total income) on any dividends paid to you on ARCADIS NV shares you acquire under the Plan above the annual dividend allowance (£2,000 for the tax year 2019/20). You will not be liable to pay employee NICs in respect of dividends.

You will be personally responsible for reporting any dividends received by you through your annual self-assessment tax return and for paying the applicable tax directly to HMRC.

Under the Tax Co-operation Agreement between the UK and Switzerland (“TCA”) it is possible that UBS may be obliged to deduct a Special Withholding Tax (“SWT”) from dividends payable to you. Where SWT is paid, you are treated as having paid an equivalent amount of income tax in the UK, which can be set against the UK tax liability for that year. Therefore, if you have had SWT deducted by UBS from your Arcadis NV dividends and this is equivalent to your UK tax liability, this is treated as payment of their UK tax liability.

You will also be able to obtain credit against UK tax for any tax withheld from your Arcadis NV dividends in the Netherlands (up to the minimum withholding permitted under the UK-Netherlands Double Taxation Treaty and to the extent this does not exceed your UK tax liability on the dividends). You can claim this credit by completing the “Foreign” pages of your self-assessment tax return: https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/354342/sa106.pdf. The guidance on how to fill this in is at pages FN4 and FN5 in https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/354350/sa106-notes.pdf. 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.

As set out in the guidance, you can claim relief against Dutch withholding tax by completing the relevant boxes on page F2 of the tax return. You can then also claim relief against SWT by completing the relevant boxes on page F3, taking care to complete box F so that it takes account of relief for Dutch tax already claimed above (this is highlighted on the form itself, which sets out how to do this).

In terms of timing, you can make the claim for relief through your self-assessment tax return which you submit this after the end of the tax year (5 April). You must file your self-assessment returns by 31 January following the end of the tax year. So, for dividends paid May 2019, the end of the tax year will be 5 April 2020, and you can then submit your tax return to claim the repayment, and you must in any event submit your return by 31 January 2021.

7 EXCHANGE CONTROL INFORMATION

In general, you should not be subject to any foreign exchange requirements in connection with the Plan.

8 MISCELLANEOUS

Your Arcadis NV shares are registered at the following account: 02300000012813S2.

WARNING: The Custodian may be obligated to withhold a penalty tax on your sale proceeds unless you authorize the Custodian to disclose certain details of your Share Sub Account to the Swiss tax authorities and consequently to HM Revenue & Customs. This withholding obligation arises from a bilateral agreement between the UK and Switzerland. The Custodian will provide you with information about what you need to do to authorize the Custodian to provide the required disclosures (and when you need to take this action), in order to avoid this tax penalty. We strongly advise you to carefully review such information.