



GLOBAL SHARE PLAN
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TAX INFORMATION SUPPLEMENT 2020 THE NETHERLANDS



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 Netherlands 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 As a result, the information contained in this summary may be out of date at the time you participate in the Plan, acquire shares, receive dividends or sell shares acquired under the Plan.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. **In particular, we assume that:**

- You are a resident of, and have worked full-time in The Netherlands at all material times throughout the lifetime of the plan;
- You are a regular employee (i.e. not a statutory director, independent contractor, etc.) of the Company and / or its Group Companies;
- You are insured in The Netherlands for social security purposes;
- You do not own a so-called substantial interest (>5% of any class of shares in the Company and / or its Group Companies) or lucrative interest (certain shares representing a leveraged structure and / or carrying specific management conditions) under Dutch tax law.

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 at a discounted purchase price, you are not subject to taxation.

2 PURCHASE DATE

On the date your accumulated savings are used to purchase whole or fractional shares in Arcadis NV at a discounted purchase price, you will be subject to taxation on the difference between the fair market value of the purchased Arcadis NV shares and the discounted purchase price at the regular progressive tax rates up to 49.50 %¹ and social security contributions (if any). Due to the blocking-period of one (1) year, the fair market value of the Arcadis NV shares may -under conditions- be decreased by a discount of 5.5% for a full year.

¹However, please note the following for wage tax purposes: for employees whose annual income is between € 68.508 and € 106.493, the local employer should also withhold an additional 6.00% which represents the partial repayment of a standard tax credit (*heffingskorting*), in which case the maximum withholding rate is 55.50%



3 TAX WITHHOLDING AND REPORTING

In general, on the purchase date the local employer in the Netherlands will be required to report the difference between the (discounted) fair market value of the acquired Arcadis NV shares and the (discounted) purchase price as taxable wages to the Dutch tax authorities, and will be required to withhold wage taxes and social security contributions (if applicable) in connection with these amounts.

4 INVESTMENT YIELD TAX ("BOX 3")

You will be subject to an investment yield tax of effectively between 0.54% and 1.60% depending on the balanced value of the assets (including accumulated Deductions, dividends received and the acquired ARCADIS NV shares) you hold on 1 January of every calendar year. An exemption is available for a portion of the value of the assets (€ 30.846 for 2020, to be doubled for partners for tax purposes).

As the Plan carries a lock-up clause, it could be argued that a discount should also be applied on the value of the shares for Box 3 purposes, provided that all conditions are met. Please consult with your own tax advisor whether this might apply to your situation.

5 DIVIDENDS

Any dividends – in cash or in kind – received on your Arcadis NV shares shall be subject to a dividend withholding tax of 15%. Under certain statutory conditions, the dividend may be exempt from dividend withholding tax. You will be informed about the amount of dividend tax actually withheld. The dividend withholding tax paid can normally be credited against the personal income tax due in respect of the Arcadis NV shares during the same calendar year.

6 MISCELLANEOUS

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

EXAMPLE TAX CALCULATION

(assuming a marginal tax rate of 37.35%)

• Monthly contribution	€ 100
• Trading price at purchase	€ 25
• Amount paid per share (€ 25 – 20% discount)	€ 20
• Shares purchased (€ 100 / € 20)	5
• Tax discount due to 1-year blocking period (5.5% x € 25)	€ 1.38
• Fiscal value per share (€ 25 – € 1.38)	€ 23.62
= Total monthly (gross) taxable fiscal benefit 5 x (€ 23.62 – € 20)	€ 18.10
• Total taxes due (37.35% x € 18.10)	€ 6.76
Paid (€ 100 + € 7.60)	€ 106.76
• Value received (5 x € 25)	€ 125
= Net benefit at purchase	€ 18.24