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Tax - Employee Notes - Your Shares: Gifted and Matched

Netherlands	
When will I be taxed in relation to my plan benefits?	<p>Purchase of Investment Shares: Contributions to purchase Investment Shares are deducted from post-tax salary.</p> <p>Award of Gifted and Matching Shares: No income tax. No social security.</p> <p>Unlocking of Gifted and Matching Shares: Income tax and social security. Box 3 income tax may apply.</p> <p>Sale by participant: Box 3 income tax may apply on proceeds of sale received. No social security.</p>
What is the maximum rate of income tax payable in relation to my plan benefits?	49.50% (2025). Any change in tax rates usually takes effect from 1 January.
Income tax rates	<p>Income is divided into three boxes and each is taxed differently.</p> <p>Box 1 covers employment income (including income received under an employee incentive plan) and business profits of self-employed persons. Income in Box 1 is taxed at progressive rates up to 49.50%. From 2025, there are three brackets:</p> <ul style="list-style-type: none">• 35.82% which includes national/employee social security (see 'Employee social security' section) for income through EUR38,441;• 37.48% for income over EUR38,441 up to EUR76,817; and• 49.50% for income over EUR76,817. <p>In certain cases a surcharge applies. For example, a 'special rate' is to be applied on stock-based compensation. This is not an explicit rate in a table but a combination of the ordinary income tax withholding rates and an additional uplift percentage, because of a reduction of the individual tax discount. The 'special rate' percentage that should be applied will depend on the employee's previous year's gross income. The resulting maximum withholding rate is 56.01% (49.5% + 6.51%). This percentage applies to earnings between EUR76,818 and EUR139,405 for employees under the retirement age. For annual income over EUR139,405 there is no surcharge and the standard rate of 49.50% applies.</p> <p>Box 2 covers income (capital gains and dividends) from a substantial interest, at least 5%, in a company. In 2025 the rates are:</p> <ul style="list-style-type: none">• 24.5% on the first EUR 67,804 of income; and

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	<ul style="list-style-type: none">• 31% above that. <p>Box 3 covers income from savings and investments. Net assets (including shares acquired under an incentive plan minus liabilities) are subject to taxation under Box 3. With regard to shares, this relates to shares that the individual owns and does not include rights to shares under a share plan before unlocking. Under Box 3, the actual income (including dividend income) or capital gain realised is not taxed but a notional income is deemed to be derived from the net assets (assets less liabilities). The reference date for the value of the net assets is 1 January of the year concerned. The notional income on shares held is 5.88%. This income is taxed at a flat rate of 36% (2025). Taxation only occurs to the extent the value of the net assets exceeds EUR57,684 (2025) for an individual. In 2028 (delayed from 2027), a new, non-flat rate system of taxation on capital income is expected to take effect, based on actual income from assets rather than a notional rate of return.</p>
Will my employer withhold income tax in relation to my plan benefits?	Yes (for income under Box 1).
Are my plan benefits subject to social security contributions?	<p>Purchase of Investment Shares: Yes – contributions to purchase shares will be taken from post-social security salary.</p> <p>Award of Gifted and Matching Shares: No.</p> <p>Unlocking of Gifted and Matching Shares: Yes</p>
Will my employer withhold social security contributions in relation to my plan benefits?	Yes.
Employee social security	<p>Employee social security (max rate): national insurance premium contributions are levied at 27.65% and are withheld at the same time as wage tax (therefore, no additional withholdings for national insurance premiums are required on top of the applicable income tax rate). The national insurance premiums are incorporated in the lowest income tax bracket (in 2025, up to and including EUR38,441), leading to a total withholding of 35.82% (2025). In addition, every employee is required to have a health insurance policy and to pay a nominal premium to their insurance company.</p>

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	Employee social security (cap): the maximum amount of national insurance contributions in 2025 is EUR10,629 per year (i.e. EUR38,441 x 27.65%).
What is the maximum rate of capital gains tax?	<p>None, capital gains are generally exempt from tax unless they arise from the sale of business assets (business profits are treated as income) or from the sale of a substantial interest in a company (broadly, at least 5% of the company) in which case the sale proceeds would be taxed as Box 2 income.</p> <p>Although there should be no capital gains tax, the shares may be treated as savings and investment income and be taxed in Box 3.</p>
What is the maximum tax rate payable on dividends?	<p>Dividend income is generally exempt from taxation unless:</p> <ul style="list-style-type: none">• if the participant has a substantial interest in the company (broadly, at least 5% of the total shares or of a class of share in the company), in which case the dividend income would be taxed as Box 2 income;• the value of the dividends received, together with all other Box 3 assets for personal income tax purposes, exceeds EUR57,684 (2025) on 1 January and the participant holds less than 5% of the total shares or of a class of shares in the company, in which case the dividend income is taken into account as income from savings and investments for Box 3; or <p>Dividend withholding tax may be credited against Dutch income tax due.</p> <p>If a decision is taken to pay dividends, then while you continue to hold shares in Your Shares, dividends are currently automatically reinvested to purchase further Rolls-Royce Ordinary Shares, which will also be held within Your Shares and will be immediately unlocked. You will be eligible to receive dividends within Your Shares on all Investment Shares but on Gifted and Matching Shares only once they unlock. Also, shares arising from reinvestment of dividends will themselves be eligible to receive future dividends.</p> <p>Reinvestment into ordinary shares: no income tax or social security.</p>

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Do I have to report any income in relation to the plan to my local tax authority?	<p>Yes, income tax is payable on the value of the awards under an incentive plan. Tax on Box 1 income is withheld and paid by the employer and tax on Box 2 and Box 3 income is payable through the individual's tax return. The employee must report all income which, under certain circumstances, may include capital gains, in their income tax return (Box 1, 2 and 3 income). Withheld income tax (i.e. Box 1) can be credited against any other income tax payable by the individual.</p> <p>Report name: Annual Income Tax Return (<i>aangifte inkomstenbelasting</i>). The return can be filed online. The tax return can be downloaded from the website here. Please note, the URL for this website can change from year to year. The general site through which the filing can be made is here.</p> <p>Tax period: 1 January to 31 December.</p> <p>Reporting deadline: 1 May of the following year (extensions are available).</p> <p>Payment of tax: any unpaid tax is due within 6 weeks after the date of issuance of the relevant (preliminary) income tax assessment.</p>