

Netherlands Employee Tax Guide

Employee Share Purchase Plan

Introduction

The following is a summary of the tax treatment of awards made under the Micro Focus Employee Share Purchase Plan (the "Plan"). This summary assumes that you have been resident in Netherlands during the lifecycle of the award (i.e. from the beginning of the Savings Period to the Sale of shares) and that you are not subject to taxes (including Social Tax) in relation to the plan in any other jurisdiction.

The tax treatment as explained herein is intended as a guide only. It is limited to a general description of the national tax laws, and is not intended to address city, regional, or other local tax laws that may be applicable to you. It may not apply to your particular tax or financial situation, and we are not in a position to assure you of any particular tax result. Therefore, we recommend that you consult with your own independent tax advisor regularly to determine the consequences of taking or not taking any action concerning your shares, and to determine how the tax or other laws in Netherlands apply to your specific situation.

This information was last reviewed in January, 2021

Summary Table

Award	<ul style="list-style-type: none"> The ESPP allows you to purchase Micro Focus shares at a discount. You are not subject to taxation on equity at this point.
Purchase	<ul style="list-style-type: none"> You will be subject to tax at this point. The taxable amount is the market value of the shares at the date of Purchase less the price paid for the shares. Micro Focus will withhold taxes at this point. Micro Focus is responsible for reporting the income. You are also responsible for reporting the income.
Sale	<ul style="list-style-type: none"> The date you sell Micro Focus shares. You are not subject to taxation on equity at this point.

Reporting / Tax Withholding

How will any benefits under the ESPP be reported?

It will be your duty to report the ESPP benefits in your individual tax return, due by May 1.

Will the company withhold any taxes from awards?

Micro Focus will deduct and withhold tax on your behalf. Any variance between the amount of tax withheld and your actual tax liability will be your responsibility.

Sale

Will I pay any tax when I sell my shares?

You will not have to pay any tax on the sale of the shares.

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