RSW.

ACCOUNTANTS + ADVISEURS

DOING BUSINESS IN THE NETHERLANDS

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2. RSW Accountants + Adviseurs

RSW Accountants + Adviseurs is since 1984 an organization of accountants, tax advisors and consultants with our offices near Eindhoven in Helmond, Someren and Deurne. These offices cover a large nationwide area with an extensive range of services. There are approximately 65 people working at RSW under which registered accountants (RA's and AA's), qualified tax advisors and business economists.

The main target group is small and medium sized enterprises and independent professionals. RSW's customer base not only includes nationally operating companies but also internationally operating companies. Among these are small and medium sized enterprises and subsidiaries of larger internationally operating companies.

RSW is a member of the SRA, a national interest group of independent accountancy firms. At an international level RSW is affiliated with INPACT International and INPACT Audit, international alliances of accountants and tax advisors with contacts in all important industrialized and commerce countries.

Services

RSW offers the following services:

Accountancy
- Drawing up annual accounts
- Assessing annual accounts
- Auditing annual accounts
- Statutorily required audits
- Company valuations
- Due Diligence studies
- Business economic issues
- Investment analysis
- Assistance with sustainability reporting
- Prepare for VSME

Payroll records
- Income tax and social contributions return
- Submitting annual work to tax authorities
- Salary audit/HR
- Supervision salary controls

Tax Advice
- Tax planning
- Estate planning
- Finance planning
- Filling in tax returns
- Representation before the tax authorities
- Tax procedures
- Choice of enterprise forms

Administrative services
- Handling accounts
- Drawing up budgets
- Providing management
- Secondment

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3. Memberships, alliances and licences

INPACT International

INPACT is a global alliance of independent accounting and tax advisory firms. Founded in 1989, INPACT was created to meet the challenges of a global marketplace and to offer interdisciplinary international services— for small and medium-sized enterprises expanding across borders.

RSW is proud to be one of the founding members of INPACT. As part of this international network, we offer our clients access to high-quality expertise around the world, while maintaining our personal and local approach.

With over 100 member firms in more than 70 countries, INPACT provides a strong platform for international cooperation. Member firms share knowledge, meet regularly, and understand the importance of cultural differences in doing business globally. This helps us coordinate international projects more effectively and deliver consistent service worldwide.

INPACT member firms typically offer a full range of audit, accountancy and tax services, and are well-positioned to support both growing businesses and established international players. Whether you're just starting to explore new markets or already operating internationally, INPACT ensures you have access to the right advice — wherever you do business.

Our clients range from small family-owned businesses to large listed companies. No matter the size, every client benefits from our shared values: quality, personal attention and a flexible approach tailored to individual needs.

INPACT Audit

INPACT Audit (IA) was established in 2007 to support independent accountancy firms conducting audits across borders. The alliance focuses on delivering high-quality transnational audit and assurance services, in line with international auditing standards and the code of ethics of the International Federation of Accountants (IFAC).

Disclaimer:

INPACT is an international alliance of independent accounting firms affiliated to meet the challenges of a global marketplace with members throughout the world. It does not offer professional services in its own name. Each independent member of INPACT is a separate firm. These firms are not members of one international partnership, or otherwise legal partners with each other, nor is any one firm responsible for the services or activities of each other.

SRA

RSW is an SRA member. From a back office idea, SRA offers affiliated offices resources and support. This means they can perform their work qualitatively, efficiently and effectively and continuity and growth are promoted, whether it concerns a broad provision of services or specialisations.

Accountancy firms affiliated with the SRA may use the SRA quality mark. This mark supports the position of the office as a high quality service provider on the market: a clear marking for (potential) customers, relationships and intermediaries.

SRA offices are characterised by the high quality financial provision of services to small and medium sized enterprises. Independent, but strong due to the connection to a network of 400 Dutch accountancy firms.

SRA is used by RSW as an educational institution. Besides, monitors the SRA the quality of its affiliated members through regular reviews, among other things, in line with the Financial Markets Authority. So our membership is a guarantee of quality, reliability, continuity and legal certainty.

AFM

The Audit Firms Supervision Act ("Wta") introduced independent public regulation by the Netherlands Authority for the Financial Markets ("AFM") to accountancy firms providing audits which are significant for the Dutch capital market.

The Netherlands Authority for the Financial Markets is the body responsible for regulating behaviour on the financial markets in the Netherlands. In other words, the AFM regulates the behaviour of all parties involved with the savings, loans, investment and insurance markets.

The AFM ensures that financial institutions in the Netherlands treat you correctly and provide you with the proper information about their financial products and services.

A licence from the AFM has been a requirement to perform statutory audits in the Netherlands for some years now. Statutory audits are audits of the financial accounts of an enterprise or institution in accordance with Dutch law serving a social purpose, that have been made mandatory by or pursuant to the statutory provisions stated in the appendix to the Audit Firms Supervision Act.
A registration with the AFM is needed to provide audit reports concerning the annual or consolidated accounts for a company incorporated outside of the European Union or the European Economic Area whose transferable securities are admitted to trading on a regulated market in the Netherlands.
Since 1 October 2006 only accountancy firms holding a licence may carry out statutory audits in the Netherlands. The Audit Firms Supervision Act differentiates between OOBs - listed companies, banks and insurers and other companies and institutions ("non-OOBs").

There are additional rules and accountancy firms who perform statutory audits for OOBS are subject to more intense regulation. Accountancy firms performing statutory audits for OOBs must have a licence explicitly stating that they may perform statutory audits for OOBs.
RSW has a licence for non OOBs (licence number 13000321). An accountancy firm which has received a licence is subject to continual regulation for its observance of the norms in the Audit Firms Supervision Act. The supervision of accountancy firms affiliated with the SRA means that the AFM, based on a collaboration agreement, takes the outcome of the inspections by the SRA into account. The AFM does bear the final responsibility for regulation. The AFM monitors accountancy firms performing statutory audits. This does not entail all work or services offered by accountancy firms. All other work besides statutory audits is therefore not subject to regulation by the AFM.

AFM
Autoriteit Financiële Markten

Fiscount

Since 1989, Fiscount has been the knowledge and advisory centre for the accountancy industry in the Netherlands. The services of the accountant are changing due to the increasing expectations of entrepreneurs and of society as a whole. Entrepreneurs expect their accounting firm to operate centipedes, which are widely developed and home to all markets. Fiscount is our knowledge and sparring partner, so RSW has many specialties in-house.
They offer accountancy, administration or (tax) advice offices maximum freedom of movement, so that we as RSW Accountants + Adviseurs can carry out our profession as optimally as possible and undertake in a way where our own qualities are best seen.
Fiscount has extensive knowledge in complex legal, tax and accountancy regulations. They have associated tools and skills and make this accessible to us.

FISCOUNT

NOB

The Dutch Association of Tax Advisers (de Nederlandse Orde van Belastingadviseurs or NOB), established in 1954, is the professional association of the university educated tax advisers in the Netherlands.
It has more than 6,000 members (including over 600 corporate tax advisers), who must meet high standards in terms of expertise, professional skills and ethics. These standards form a guarantee for the quality of service and are important because the occupation of tax adviser is not legally protected in the Netherlands. NOB is in an excellent position to monitor the quality, integrity and recognizability of the profession of tax adviser for the general public, without legal regulation.
The Netherlands is one of the few countries in the world with full university courses in tax law and tax economics. All NOB members have completed at least one of the two courses and therefore have the best possible background for the tax adviser profession. Another important criterion for NOB membership is the extent to which someone practices the profession as his/her main occupation. NOB members spend at least 3 days a week (24 hours) working as tax advisers in a NOB-recognized tax consultancy.
NOB members are bound to the Rules of Professional Conduct, of which core article 1 reads: "A member is obliged to perform his work in his capacity as a tax adviser in an honest, conscientious and appropriate manner and to refrain from all that which is in conflict with the honor and dignity of the profession."

N O B

NIRPA

The Netherlands Institute of Registered Payroll Accounting (NIRPA) Foundation was established in 2004 as a quality guarantee for professionals and organisations engaged in payroll accounting and payroll advice. NIRPA is an independent non-profit foundation.

The objectives of the NIRPA Foundation are:

- Quality assurance of salary professionals through NIRPA registration
- Commitment to recognition and recognition of the work of salary professionals and of the payroll profession

NIRPA stands for quality assurance of professionals working in the payroll profession. Registration takes place in the RSa and RPP.

4. Doing business in the Netherlands

Introduction

The Netherlands is an open economy, carried along by international economic trends. In addition, global warming, the continuing uncertainties surrounding the war in Ukraine, volatile energy markets, geopolitical tensions, new US import tariffs and immigration issues are also presenting new challenges. However, these have a relatively limited direct real impact on Dutch exports. It is notable that the Netherlands continues to be an attractive location for international companies, either to establish new operations or to expand existing activities within the European Union.

Economy

At the same time, the open and international nature of the Dutch economy means that it is not immune to the aforementioned international developments. Persisting supply-chain problems, labour market tightness, ongoing inflationary pressures and associated monetary measures are presenting an obstacle to business profitability and finance, as well as investment. At the same time, these risks are also opening up economic opportunities for innovation, in the field of sustainability for example, and for new business activities. Companies and knowledge institutions are coming together to work in these areas. The Dutch economy generally seems to be withstanding the above challenges relatively well.

Many companies, especially those operating internationally, exhibit a strong financial position, typically characterised by healthy profitability and solvency. This emphasises the Netherlands' attractive investment climate.

Fiscal climate

For several years, the Netherlands has adjusted certain aspects of its fiscal regime in line with the worldwide attempt to combat tax avoidance and undesirable use of national legislation, as well as mismatches in the fiscal treatment of income and cost deductions between countries' fiscal regimes. The Dutch government has decided as far as possible to link the fiscal benefits to the real economic activities from which the Dutch economy benefits. For instance, in recent years, the Netherlands has worked diligently to shed its reputation as a fiscal 'transfer country', by restructuring its corporation and dividend tax regime to discourage tax avoidance involving the Netherlands. This effort involves not only fiscal adjustments but also the introduction of measures aimed to increase government control and transparency regarding the activities of these companies. Through this gradual approach, the Dutch government aims to shift focus towards the fiscal stimulation of real activity and maintaining its status as an attractive host country.

Country and Government

The Netherlands has a total population of 18.4 million inhabitants (January 2026) and is governed by a monarchy. The ministers are the people's representatives with respect to the actions of the government. The head of state in the Netherlands does not hold political responsibility and thus cannot be held politically accountable by the parliament. Under the Dutch constitution, parliamentary elections are held and a new government is formed after 4 years. In practice, however, the political situation can lead to new elections being held before the end of this term. The government typically consists of a coalition of parties, ensuring a certain degree of continuity as regards policy and business climate, from both a national and international perspective. Furthermore, the Netherlands also has 12 provinces, each with its own local authorities. The Netherlands, together with the countries of Aruba, Curacao and Sint-Maarten, form part of the Kingdom of the Netherlands. The islands of Bonaire, Sint-Eustatius and Saba all have a separate status and belong to the Caribbean part of the Kingdom.

Location

Most of the Netherlands' major industries are situated in the country's western regions. Notably, the Port of Rotterdam stands out as one of the biggest ports globally. The railway line known as the 'Betuweroute' ensures fast and efficient transport from the port to the European hinterland, including Germany, Central and Eastern Europe and even China. Utrecht serves as a pivotal transportation hub, and Schiphol Airport is not only the primary airport in the Netherlands but also ranks among the world's biggest hub-airports. Eindhoven, in the southern part of the Netherlands, is known as a 'Brainport' for high-tech companies. The Netherlands plays a crucial role in the functioning of key transport arteries. Amsterdam is considered as the country's main financial centre, while The Hague is known as the legal capital of the world. Around 160 international organisations now have offices in The Hague.

Export

The country's prime geographical location and healthy financial policy have helped to ensure that the Netherlands has grown into an important import and export nation. The country's most important industrial activities include oil refineries, chemicals, foodstuff processing and the development of electronic products. Germany, Belgium, Luxembourg, China, Great Britain, France and the United States are the country's main import partners. All the above-mentioned countries, including Italy, are also the country's most influential export partners. However, it is important to note that trade with Russia is currently restricted by a number of international sanctions packages. Consequently, the import and export partnership with Russia has more or less halved since the war in Ukraine. At the same time, trade with the Eurasian Economic Union has significantly increased.

Finances

The Dutch National Bank (De Nederlandsche Bank, DNB) oversees the monetary flow within the Netherlands. One of the government's primary objectives is to maintain price stability and consequently control inflation. Dutch banks provide a comprehensive range of financial services: some are specialised, while others offer an extremely wide range of services. Dutch banks are known for their reliability, with most financial institutions employing organisational structures designed to prevent the possibility of conflicts of interests. The general prohibition on commission further reinforces this commitment. At the same time, Dutch banks also perform a gatekeeper role in the battle to combat money laundering and prevent terrorist financing.

Right to establish a business

Foreign companies wishing to establish a subsidiary or branch in the Netherlands can set up the existing foreign legal entity through a representative office or establishment in the country without the necessity of converting it into a Dutch legal entity. However, they will be required to comply with both international and Dutch laws and regulations. Additionally, all foreign companies with establishments in the Netherlands must be registered with the Chamber of Commerce and remain compliant with Dutch laws and regulations.

A most competitive economy

The Netherlands is an attractive base for doing business and for investment. Its open and international outlook, well-educated workforce and strategic location are factors that contribute to this. The attractive fiscal climate and technological infrastructure create favourable propositions for international business.

5. Starting Business

Under Dutch law, a foreign individual or company may operate in the Netherlands through either an incorporated or unincorporated entity or branch. Dutch corporate law provides a flexible and liberal framework for the organisation of subsidiaries or branches. There are no special restrictions for foreign entrepreneurs seeking to conduct business in the Netherlands.

Business operations in the Netherlands can be established with or without a legal personality. If a legal entity has legal personality, the entrepreneur cannot be held liable for more than the sum they contributed to the company's capital.

Dutch law recognises two types of companies, both of which possess legal personality: the private limited liability company (besloten vennootschap met beperkte aansprakelijkheid – BV) and the public limited liability company (naamloze vennootschap – NV). These legal entities are commonly used for doing business in the Netherlands. Other frequently used legal entities in the Netherlands are the cooperative (coöperatie) and the foundation (stichting). The foundation is a common form used within the non-profit and health care sector.

Other common business forms are *the sole proprietorship* (eenmanszaak), *the general partnership* (vennootschap onder firma – VOF), *the (civil) partnership* (maatschap) and *the limited partnership* (commanditaire vennootschap – CV). Notably, none of these forms possess legal personality, and as a consequence thereof, the owner or owners will be fully liable for the obligations of the entity.

All entrepreneurs engaged in commercial activities, as well as legal entities, are obligated to register their business with the Trade Register (Handelsregister) at the Chamber of Commerce (Kamer van Koophandel). This section covers the aforementioned legal entities for conducting business in the Netherlands from a legal perspective. After addressing the distinction between a subsidiary and a branch, the aforementioned entities will be elaborated upon in detail. Subsequently, a summary of the status of intellectual property rights in the Netherlands will be provided. Furthermore, this manual will explain the advantages and disadvantages of doing business through a subsidiary or a branch.

Branch, subsidiary

Branch

A branch is not a separate legal entity. A branch is a permanent establishment of a company from which business operations are carried out. As a result, the company that establishes a branch in the Netherlands is liable for claims incurred by actions carried out by the branch.

Subsidiary

A subsidiary is a separate legal entity that may be established by one or more shareholders. The subsidiary is a legal entity that is controlled by the (parent) company. Control of a subsidiary is mostly achieved through the ownership of more than 50% of the shares in the subsidiary by the (parent) company. However, under certain circumstances it is also possible to obtain control by special voting rights or diversity of the other shareholders. These shares or rights give the (parent) company the votes to determine the composition of the board of the subsidiary and thereby to exercise control. Since a subsidiary has limited liability, a shareholder (the parent company) is generally only liable to the extent of its capital contribution.

Private limited liability company (BV)

Incorporation

A BV is incorporated by one or more incorporators pursuant to the execution of a notarial deed of incorporation before a civil-law notary. The notarial deed of incorporation must be executed in the Dutch language and must at least include the company's articles of association and the amount of issued share capital. The possibility to incorporate a BV digitally is legally regulated.

During the incorporation process of a BV, business activities may be conducted on its behalf, provided that the letters 'i.o.' (for 'in oprichting', meaning in the process of being incorporated) are added to its name. The individuals acting on behalf of the BV i.o. are severally liable for damages incurred by third parties until the BV (following its incorporation) has expressly or implicitly ratified the actions performed on its behalf during the process of incorporation. A similar liability arises for the individuals responsible if the BV is not incorporated or if the BV fails to fulfil its obligations under the ratified actions, and if they were aware that the BV would be unable to do so. In the event of bankruptcy within one year of incorporation, the burden of proof lies with the responsible individuals.

Furthermore, members of the board of directors are also severally liable to third parties for legal acts performed after incorporation but preceding the registration of the BV with the Trade Register.

Share capital

A BV is required to have a share capital, which is divided into a specified number of shares with a par value expressed in Euro or another currency. There are no requirements for a minimum share capital for a BV. It will be sufficient if at least one share with voting rights is held by a party other than the BV.

The payment for shares can be made either in cash or in kind. Payments in kind involve contributions of property and/or other non-cash items. These payments are restricted to items that can be objectively appraised. The method of payment is stipulated in the articles of association. In the case of payments made upon incorporation of the BV, the incorporators are obligated to detail the contributed assets.

If the payment for shares is postponed, for instance because the BV does not yet have a bank account, it is permissible to defer the full payment of the shares. Please be advised that the end of the deferment must be notified to the Chamber of Commerce after the share capital has been paid in full.

Shares

A BV may only issue registered shares. Alongside ordinary shares, a BV may also issue priority shares, to which certain (usually voting) rights are allocated in the articles of association, and preference shares, which entitle the shareholder to fixed dividends that have preference over any dividends on ordinary shares. Within a given type of share, the articles of association may also create different classes of shares (e.g. A, B and C shares) to which certain specific rights are allocated (e.g. upon liquidation).

The voting right is linked to the nominal value of the share. However it is possible to attach different voting rights to classes of shares (even when the nominal values of the various classes are the same). Moreover, it is possible to create non-voting shares and shares without any profit right. Non-voting shares must give a right to profit.

It is not mandatory to include share transfer restrictions in the articles of association. However, if a BV opts to include such restrictions in its articles of association, it will be also be able to include detailed rules on how the price of the shares will be determined. The articles of association may also include a lock-up clause prohibiting the transfer of shares for a specific period. Furthermore, it is possible to include provisions in the articles of association imposing additional obligations on shareholders (e.g. the obligation to extend a loan to the BV or to supply products to it).

Shares in a BV are transferred by a deed of transfer executed before a civil-law notary.

The board of directors of a BV is required to maintain an up-to-date shareholders' register, which lists the names and addresses of all shareholders, the number of shares, the amount paid-up on each share and the particulars of any transfer, pledge or usufruct of the shares.

Management structure

The management structure of a BV consists of the board of directors and the General Meeting of shareholders. A BV can, in addition, under certain circumstances have a supervisory board.

Board of directors

the articles of association state that each director is solely authorised to represent the company. However, the articles of association may provide that the directors are only jointly authorised. Such a provision in the articles of association can be invoked against third parties.

The articles of association may provide that certain acts of the board of directors require the prior approval of another corporate body such as the shareholders' meeting or the supervisory board. Such a provision is only valid internally and cannot be invoked against a third party, except where the party in question is aware of the provision and did not act in good faith.

Members of the board of directors of the company can be held liable by the BV, as well as by third parties. The entire board of directors can be held liable to the BV for mismanagement, while individual members of the board of directors can be held liable with respect to specific duties assigned to them. Shareholders can discharge board members from their liability to the company by adopting an express resolution barring statutory restrictions. Besides the aforementioned liability prior to incorporation and registration, liability towards third parties can occur in several situations. For instance, in the event of bankruptcy of the BV, the members of the board of directors are severally liable for the deficit if the bankruptcy was caused by negligence or improper management in the preceding 3 years. Individual members of the board of directors can exonerate themselves by proving that they are not

responsible for the negligence or improper management.

In order to combat possible bankruptcy fraud more effectively, through the programme to reassess the bankruptcy law legislation, legal measures have now been taken with the aim of strengthening the position of the official receiver in a bankruptcy.

In addition to the two-tier board structure, where there is a management board and a separate supervisory board, Dutch law provides statutory provisions for the one-tier board structure, comprising both executive and non-executive directors. The law provides a one-tier board structure for NV companies, for BV companies and for companies that are subject to the Large Companies Regime (structuurregime). In a one-tier board the tasks within the management board are divided between executive and non-executive members of the management board. The executive members will be responsible for the company's day-to-day management, while the non-executive members have at least the statutory task of supervising the management performed by all board members.

The tasks of the non-executive members therefore extend beyond those of the supervisory director. The one-tier board is even chaired by a non-executive member. The general course of affairs of the company will be the responsibility of all board members (executive and non-executive). The non-executive members in a one-tier board are part of the management board and are therefore subject to director's liability.

General Meeting of shareholders

The Annual General Meeting (hereinafter: AGM) is a meeting held by the shareholders of the company and should be held at least each year. Typically, the AGM is held for adopting the financial statements and adopting important decisions concerning the company's operations and governance, such as approving the appointment of auditors, and electing members of the board of directors. Shareholders' resolutions are typically adopted by a majority vote, unless specified otherwise in the company's articles of association. According to Dutch laws and regulations, the AGM must be held at the company's registered statutory office, as stipulated by the company's articles of association. However, in certain circumstances, the AGM may also be conducted online, allowing shareholders to participate remotely.

Supervisory board

The sole concern of the supervisory board is the interest of the BV. Its primary responsibility is to supervise and advise the board of directors. Pursuant to the Large Companies Regime (structuurregime), the supervisory board is only a mandatory body for a Large BV; however this is optional for other BVs.

Liability

The management board and supervisory board may under certain circumstances be held personally liable for liabilities of the BV (directors' liability). For this to apply mismanagement must be involved. This may arise among other things if the management has harmed the creditors' interests by deliberately and knowingly entering into unsecured financial obligations.

In the absence of the minimum capital requirement in the BV creditors may be faced with limited security. In addition to the option of legal redress, in case of directors' liability the law on BVs also offers other legal redress options. Upon any distribution of funds whether this involves repayment of capital or a profit distribution, the management board must first check whether the distribution is not at the expense of the creditors' interests. To do this there is first of all the equity test. Dividend distributions are only possible when the shareholders' equity of the BV is greater than the statutory reserves or the reserves that must be kept according to the articles of association. Secondly a check must be made that after the distribution the BV can continue to pay its debts payable (distribution test). If the general meeting of shareholders decides to distribute a dividend the board must in principle approve the distribution. If in the light of a distribution test the board does however conclude that after distributing the dividend the BV can no longer meet all its debts payable, the board must refuse to cooperate. If the distribution still takes place, the directors and shareholders may be held liable. They must reimburse the deficit. The law does not define any specific timeline for the amount of the debts repayable. It is assumed that this involves debts over a period of at least 12 months after the distribution.

Public limited liability company (NV)

In general, everything mentioned above that applies to the BV also applies to the NV. This section will outline the most significant differences between the NV and the BV.

Share capital and shares

An NV must have an authorised capital. At least 20% of the authorised capital must be issued and at least 25% of the par value of the issued shares must be paid up. The issued and paid-up capital of an NV must amount to at least € 45,000.

Besides registered shares, an NV may also issue bearer shares. Bearer shares must be fully paid up and are freely transferable. Registered shares have to be transferred by executing a deed of transfer before a civil-law notary. An NV is authorised to issue share certificates (certificaten).

If payment on shares is made in kind upon incorporation of the NV, the incorporators must describe the contributed assets and an auditor must issue a statement to the effect that the value of the contribution is at least equal to the par value of the shares. The auditor's statement is to be delivered to the civil-law notary involved prior to incorporation.

The articles of association of an NV can stipulate limitations on the transferability of the shares. Dutch law provides for two possible restrictions, which require the transferor either to:

- offer his shares to the other shareholders, the right of first refusal, or;
- obtain approval for the transfer of shares from the corporate body, as specified in the articles of association.

Large NVs and BVs: special requirements

A company is considered a 'large NV or BV' (structuur-vennootschap), and thus subject to the 'structure regime' (structuurregime), if:

- The company's issued share capital, reserves and the retained earnings according to the balance sheet amount to at least € 16 million;
- The company, or any other company in which it has a controlling interest, has a legal obligation to appoint a works council (> 50 employees) and
- The company, alone or together with a company (or companies) in which it has a controlling interest, normally has at least 100 employees in the Netherlands.

Unless an exemption applies, such a company is required to appoint a supervisory board (Raad van Commissarissen) which is given specific powers, which are not granted to the supervisory board of a relatively 'small' B.V. Such a supervisory board has the following powers: Appointment/dismissal of the management board; and Approval of major amendments with respect to governance, including the proposal to amend the articles of association, a proposal to dissolve the company, the issuance of new shares, a proposal to increase the issued share capital.

This structure regime is also not compulsory for companies whose holding company is established in the Netherlands and the majority of whose employees work abroad. In fact, such multinationals do have the option to apply the structure regime voluntarily.

The regulations of the structure regime may also apply for the Cooperative (coöperatie) to be discussed below.

Cooperative (coöperatie)

The cooperative is an association incorporated as a cooperative by notarial deed executed before a Dutch civil law notary. At the time of incorporation the cooperative must have at least two members. These members can be legal entities or natural persons.

The objective of the cooperative must be to provide certain material needs for its members under agreements, other than insurance agreements, concluded with them in the business it conducts or causes to be conducted to that end for the benefit of its members. The articles of association of the cooperative may stipulate that such membership agreements may be amended by the cooperative.

The name of a cooperative must contain the word 'coöperatief' or 'coöperatie'.

In general, the members of the cooperative are not liable for the obligations of the cooperative during its existence. In case of dissolution or bankruptcy of the cooperative the members and the members who ceased to be members less than 1 year prior thereto, are liable for a deficit on the basis provided for in the articles of association of the cooperative. If a basis for the liability of each member is not provided for in the articles of association, all shall be equally liable. A cooperative may, however by its articles of association (i) exclude or (ii) limit to a maximum, any liability of its members or former members to contribute to a deficit. In the first case it shall place at the end of its name the letters 'U.A.' (Uitsluiting van Aansprakelijkheid – exclusion of liability). In the second case it shall place at the end of its name the letters 'B.A.' (Beperkte Aansprakelijkheid – limited liability). In all other cases the letters 'W.A' (Wettelijke Aansprakelijkheid – statutory liability) shall be placed at the end of its

name.

Most cooperatives choose a system of excluded or limited liability. It is also possible to create different classes of members who are each liable to a different extent (or not at all). If the liability is not excluded 'U.A', a copy of the list stating the members must be filed with the Trade Registry of the Chamber of Commerce. Any changes must be filed within 1 month after the end of each financial year.

The cooperative has no minimum capital requirements and the capital does not have to be in Euro. The profits may be distributed to its members. The articles of association of the cooperative must also provide for a provision regarding the entitlement of any liquidation balance.

In international structures, the cooperative is often used as a holding and financing company. The main reasons are the international tax planning opportunities via a cooperative and its corporate flexibility.

Foundation (stichting)

A foundation is a legal entity under Dutch law with two main characteristics:

- A foundation does not have any members or shareholders and is therefore governed solely by its board; and
- A foundation is incorporated with the aim of realising a specific goal by using capital designated for that purpose. The goals or objective of a foundation are stipulated in its articles of association.

A foundation is incorporated by means of the execution of a notarial deed of incorporation, which deed is executed before a Dutch civil law notary.

Pursuant to mandatory law a foundation may not make distributions to its incorporators and the members of its corporate bodies and may only make distributions to other persons if such distributions are of an ideal or social nature.

The management board of the foundation may consist of individuals and legal entities. After incorporation, members are appointed by the board itself, unless otherwise stated in the articles of association of the foundation. The foundation is represented by the entire management board or by board members acting individually.

Foundations are often used to create a separation between legal ownership and beneficial ownership of assets (Stichting AdministratieKantoor STAK, or Trust Office Foundation), for example to safeguard continuity in family owned businesses.

Governance and supervision of legal entities

All the aforementioned legal entities are subject to the Governance and Supervision of Legal Entities Act (Wet bestuur en toezicht rechtspersonen (WBTR)). When it was introduced in 2021 the WBTR provided for a transition period up to 1 July 2026 for these legal entities, which have until that date to revise their articles of association in accordance with the Act. The WBTR is mainly a response to the call for measures to improve the quality of governance and supervision in the semi-public sector. With this Act the rules that already applied for directors and supervisory directors of BVs and NVs will now also apply for the other legal forms with legal personality. As part of the WBTR, in the future it will also be possible for cooperatives (coöperaties), mutual insurance associations (onderlinge waarborgmaatschappijen), foundations (stichtingen) and associations (verenigingen) to opt for a one-tier board with executive and non-executive directors. The date on which this part of the Act will take effect is not yet known.

Trust

Under Dutch civil law the trust is unknown. Dutch civil law is familiar with the distinction between personal rights and real rights, however it is unfamiliar with a distinction between legal interests in property and beneficial interests in property rights. On the other hand the Netherlands signed the 1985 Hague Treaty on the law to trusts and their recognition.

Other common business forms

Sole proprietorship (eenmanszaak)

In the case of a sole proprietorship (eenmanszaak), one (natural) person is fully responsible and liable for the business. A sole proprietorship does not possess legal capacity and there is no distinction between the business assets and private assets of the (natural) person.

General/commercial partnership (VOF)

A general partnership can be defined as a public partnership that conducts a business instead of a profession. A VOF and its partners must be registered in the Commercial Register at the Chamber of Commerce.

Partnership (maatschap)

Entrepreneurs in the liberal professions (such as doctors, lawyers and graphic designers) often set up partnerships (maatschap).

A partnership is an arrangement by means of which at least
two partners, who may be individuals or legal entities, agree to conduct a joint business. Each partner brings money, goods
and/or manpower into the business. Each partner is personally, either jointly or severally, liable for all the obligations of the partnership. A partnership does not possess legal personality. Registration with the Chamber of Commerce is required for a partnership (maatschap), only if it enters into a business.

A public partnership (openbare maatschap) participates in judicial matters under a common name. The possessions of a public partnership are legally separated from the possessions of the partners.

A limited partnership (CV)

A limited partnership is a special form of the general partnership (VOF) which has both active and limited (or sleeping/silent) partners. An active partner is active as an entrepreneur and is liable, as in the case of the general partnership. The silent partner, however, tends to finance the business and stays in the background. The silent partner is liable only up to the amount of his capital contribution. He is not allowed to act as an active partner and his name cannot be used in the name of the partnership. If the silent partner enters the business (to provide extra finance for growth) he becomes liable as an active partner.

Partnerships Modernisation Act (Wet modernisering personenvennootschappen)

The partnership law was too dated and too complicated for many entrepreneurs. Not only entry and resignation, but also external and mutual liability and many options for legal forms, seemed to lead to problems in practice. The new legislation is intended to facilitate legal matters for the entrepreneur. At the moment, the legislative process is still ongoing. After entry into effect the legal distinction discussed above between VOF (general/commercial partnership) and 'maatschap' (partnership) will disappear. Only the term 'vennootschap' (company or partnership) will then be used. The legal form 'commanditaire vennootschap' (limited partnership) will then exist as such. Under the new Act it will be possible to assign legal personality to the partnership (personenvennootschap).

Branch or subsidiary?

Many foreign companies make use of a subsidiary rather than a branch. The main legal reason to set up a subsidiary, instead of a branch, is limitation of liability. As a shareholder of a subsidiary, the foreign company's liability is basically limited to the extent of its capital contribution; whereas, if the foreign company makes use of a branch, it is fully responsible for all the obligations and liabilities of the branch.

One major advantage of setting up a branch is that it does not generally require the same legal formalities required for setting up a subsidiary. However, the simplification and flexibilisation of the Dutch limited company law (as mentioned above) may well diminish this advantage.

Another important aspect to consider with respect to the choice of setting up a branch or a subsidiary in the Netherlands is the matter of local tax regulations. The choice of setting up a branch or a subsidiary will be determined based on the circumstances and relevant factors with respect to the business as such, and the Dutch tax regulations and tax treaties.

For more detailed information on tax legislation and participations, please refer to Section 5.

Trust company

A trust company is entitled to perform corporate trust services for payment, such as the administration and management of a company that conducts business in the Netherlands. A trust company can take care of (required) administrative services, such as the preparation of annual reports. In certain instances the trust company is the (sole) director of the company for which it provides the services. A trust company offers expert guidance to tax beneficial international structures and opportunities to foreign legal entities and private persons for their holding, finance or investment activities in the Netherlands. A trust office is subject to authorisation and is supervised by the Dutch National Bank (De Nederlandsche Bank).

UBO register

In order to prevent money laundering and financing of terrorism in a European context several anti-money laundering directives have now been approved. Part of this anti-money laundering policy is the introduction of a UBO register. UBO stands for the Ultimate Beneficial Owner. The latest anti-money laundering directive states that some of the information included in the UBO register must be public. In its judgment of 22 November 2022,

however, the Court of Justice of the European Union ruled (in response to questions referred for a preliminary ruling by Luxembourg's highest court) that the provision contained in the European anti-money laundering directive relating to providing public access to the UBO information had been insufficiently substantiated and was therefore invalid. Although general public access has been withdrawn and the register is therefore no longer accessible to everyone, the obligation for organisations to register their Ultimate Beneficial Owners continues to apply. In mid-2025 an amending Act came into force that has restored access, in phases, for investigating authorities and institutions with a statutory task, such as notaries and banks.

In the fight against money laundering or financing of terrorism it is considered essential to have sight of the ultimate stakeholder (UBO), being the party that has the ultimate control or who is entitled to the results of the corporate body. The responsibility for investigating the correct UBO data is laid on the so-called institution falling under the WWFT (Wet ter voorkoming van witwassen en financieren van terrorisme – Act to prevent money laundering and financing of terrorism), which includes among others members of professions such as auditor, lawyer, tax adviser and notary. The UBO is at all times a physical person, who can exercise more than 25% of the voting rights in a corporate body or has an interest of more than 25% in it or has the actual control over the corporate body. If it is not possible to identify the UBO by the voting right or ownership structure, it is possible to register a pseudo-UBO in the person of the management. Direct and indirect interests must be totalled here.

Foreign legal entities with only a branch in the Netherlands are not obliged to register UBOs in the Netherlands. They must however be registered in the UBO register of the EU state in which they are established. The UBO will be registered in the commercial register of the Chamber of Commerce. In the case of international structures the setting up of a UBO may not be easy. Consult your adviser on this.

Intellectual property

The Benelux Convention on Intellectual Property regulates the provisions regarding the registration, use and protection of intellectual property (merk- en modelrecht – trademark and model rights) in the Netherlands, Belgium and Luxembourg and, in cooperation with BIP SXM, also the trademark registration for Sint Maarten (part of the Kingdom of the Netherlands). Intellectual property includes various forms, such as copyrights, database rights, trademarks, trademark rights, model rights or patents.

A registered merkrecht (trademark) is protected for a period of 10 years from the registration date and the protection can be extended by a further 10 years. Renewal must be requested and all due fees paid. The rightful owner is entitled to claim damages for infringement of its rights (such as the use of the trademark by another party).

A model is the new appearance of a utility product. A registered model is protected for 5 years from the registration date onwards and the protection can be extended by 4 periods of 5 years each, up to a maximum of 25 years. Renewal will be effective upon timely settlement of all fees due. The rightful owner is entitled to claim damages for any infringement of its rights (such as the use of the model or design by another party).

The Council of the European Union created the European Union trademark as a legal instrument in EU law and established the European Union Intellectual Property Office (EUIPO). The EUIPO (formerly the OHIM) has financial, administrative and legal autonomy. The result is that this Community trademark system of the European Union enables the uniform identification of products and services of enterprises throughout the European Union. With the introduction of the new European Design Regulation on 1 May 2025, a step has been taken to modernise design legislation against the background of technological developments. The Regulation also updates the term Community Design to European Union Design. Requiring no more than a single application to EUIPO, the Union trademark has a unitary character in the sense that it produces the same effects throughout the European Union. Union trademark legislation contains provisions concerning the registration and use of Union trademarks by (legal) persons and the protection of the rightful owners of such Union trademarks. The unitary patent for Europe offers protection in all EU member states. The new design legislation must be incorporated into the Benelux Convention on Intellectual Property by 9 December 2027 at the latest.

6. Finding a location

The office market in the Netherlands is decentralised, resulting in each city having its own distinct office market. In Amsterdam, the focus is on finance and international trade, with various agencies playing a significant role. The Hague serves as the national administration centre, primarily housing the government and public departments. Rotterdam, boasting one of the world's largest ports, has a traditional focus on insurance and trade within its office market. Utrecht, centrally located in the heart of the country, specialises in transportation and domestic commercial services. Lastly, in Eindhoven, office occupiers are closely associated with industries such as electronics, chemicals, equipment, and energy supply.

Rents for office space differ by region and within a region cover a certain range depending on the subsectors and quality of the location and accommodation. For the main regions the range of rents is set out in the table below.

Location	Range of letting asking prices (Jan 2026) Euro/sq.m./yr (source NVM))
Amsterdam	175-600
Rotterdam	100-250
The Hague	105-250
Utrecht	120-330
Eindhoven	100-450

Town planning

The Netherlands has implemented strict regulations with respect to the development of offices, retail, industrial and residential schemes. The municipal system of zoning plans determines in detail what can and cannot be built. In general, developers are only granted building permits if their plans fit in with the zoning plans or if an exemption has been granted. The zoning plans also apply to all redevelopment projects. It is therefore not easy to change the use of the building without the cooperation of the local authorities. Municipal approval is mandatory with respect to zoning plan changes. Procedures for obtaining permits are scheduled according to strict timetables.
It can take several years to obtain approval for complex building plans in which public authorities have a dominant role.

Lease or buy

The general practice in the Netherlands is to lease office space: approx. 65% of all office buildings are owned by investors. Owner-occupier situations are more common in the industrial real estate market, although this has also changed over the past 10 years as a result of sale-and-lease back transactions. Leasing has advantages, such as a positive impact on the company's cash flow, flexibility, the possibility of off-balance presentation and negotiation on incentives with landlords. Lease contracts can be subject to VAT; which may result in VAT savings in specific situations. Depreciation is an important consideration with respect to the ownership of real estate. The tax depreciation on real estate is limited, both for BVs and for IB entrepreneurs (natural persons). Depreciation for tax purposes is exclusively permitted where and in as far as the book value of the building exceeds the so-called base value. The level of the base value depends on the intended use of the building.

Leasing practices and taxes

Offices and industrial

Typical lease length	Negotiable, but the common practice is 5 years + auto-renewals for 5 years
Typical break options	Negotiable
Frequency of palmend	Negotiable, but generally quarterly in advance
Annual index	Linked to consumer price index (CPI; all households)
Rent reviews	To market prices only if agreed upon (frequency usually 5 years, by expert panel)
Service charge	Depending on contract
Tax (VAT)	21%, 9% for lease in the hospitality market (as of 2026)
Real Estate Transfer tax	Change of ownership: 0% or 2% for self-occupied residential properties and, as of 2026, 8% for non-self-occupied residential properties; 10.4% for other real estate
Tax (others)	Property tax, water tax and sewer tax

In all instances:

The tenant has security of tenure as the lease automatically renews at expiry, bearing in mind the notice period. The exception to this is if the landlord wishes to occupy, tear down or redevelop the building. These conditions are rather strict and in reality the landlord's options of terminating the lease are limited:

- The tenant pays for internal repairs and utilities.
- The tenant is responsible for insurance of contents.
- The landlord pays for the external and structural elements of the building.
- The landlord is responsible for building insurance and non-recoverable service charge items.
- The landlord provides property management services that are not recoverable through service charges.

More about taxes

The landlord and the tenant are each partly responsible for the property tax levied by the local authority. Each property is assessed for taxation purposes, known as 'onroerende zaak belasting' (OZB). The local government gives a value for the property and that value applies for 1 year. Each year the authorities collect the tax. The rate depends on the local authorities and this is a percentage of the value according to the Immovable Property Act.

Purchase practices and taxes

The purchaser is responsible for the so-called 'kosten-koper' (buyers' costs), which means that the buyer is liable for the payment of all additional costs. Those costs include transfer tax (10.4% for offices and industrial buildings; 8% for non-self-occupied residential properties), notary costs (0.2-0.4%), legal costs (negotiable) and some minor administration costs, such as land registration (Kadaster).

7. Subsidies and financing

The Dutch government offers a number of incentive schemes in various sectors to support companies in their business operations. Foreign entrepreneurs who set up companies in the Netherlands and who register their companies with the Dutch Chamber of Commerce can also apply for a number of incentive schemes.

The most important subsidy agency in the Netherlands is the Netherlands Enterprise Agency, RVO (Rijksdienst voor Ondernemend Nederland), is part of the Ministry of Economic Affairs and Climate and is based in The Hague. The latter organisation is responsible for the execution of most of the schemes available in the Netherlands. In addition, there are also a number of important regional and provincial schemes available, as well as a number of international schemes offered by the Ministry of Foreign Affairs, the Ministry of Economic Affairs and Brussels.

This section will outline a number of the schemes that are currently available. Obviously this is not an exhaustive list, so we recommend that you contact your consultant for more detailed information.

Mission-driven Top Sectors and Innovation Policy

Up to 1 January 2026 the Dutch government had defined 10 Top Sectors in which the Netherlands is strong worldwide and to which the government paid special attention. The Top Sectors were: Agri-food, Horticulture, High Tech, Energy, Logistics, Creative Industry, Life Sciences, Chemicals and Water and Dutch Digital Delta. This Top Sector policy has now been replaced with a policy of focusing on 6 strategic markets: semiconductors, biotechnology, defence-related applications, digital services, mechanical engineering and innovative chemistry. The available incentive schemes are currently being developed. If you are active in or have a project in one of these strategic markets, contact your advisor for information on the subsidy options.

Dutch Research and Development Act (WBSO, Wet Bevordering Speur & Ontwikkeling)

WBSO stands for the Dutch Research and Development Act. Technological innovation is extremely important. The competitor never rests. The WBSO will help you if you wish to renew your technical processes or develop new technical products or software by tax allowances for research and development expenditure. The WBSO offers a tax benefit for wage costs and other R&D costs by setting off a percentage of the costs against the wage tax to be deducted in the form of a wage tax rebate (S&O-afdrachtvermindering
– R&D rebate).

The level of the R&D rebate depends on the total qualifying costs. R&D projects qualifying for the WBSO can be split into technical-scientific research (technisch-wetenschappelijk onderzoek – WTO), the development of a product and development of a technically new physical product/production process/new software. There are assessment criteria that apply for categories of R&D projects. For pharmacy there is even a separate list of R&D work eligible for the WBSO. Contact your consultant for the specific options and qualifying criteria.

From 2026 for the first tranche of € 391,020 the rebate is 36% and above this level 16%. For start-up entrepreneurs with a personal enterprise the rebate is 50% on the first € 391,020. An application period relates to a minimum of 3 and a maximum of 12 months. An application must be submitted online and at least 1 month before the start of the application period. However, for enterprises with personnel the application can be made up to the day before the start of the application period.

Innovation box

The innovation box provides for a special tax regime for innovation profits to stimulate R&D activities. This regime is explained under section 5.

Regional subsidies

Under the European EFRD (European Fund for Regional Development) programme, different regions in the Netherlands are conducting their own incentive policy. Within this programme the focus will be on subsidising projects on innovation and research, digital agenda, SME support and low-carbon economy.

Investments

MIA (Milieu Investerings Aftrek)
(Environmental Investment Deduction Scheme)

The purpose of the Environmental Investment Deduction scheme (MIA) is to stimulate investment in environmentally-friendly capital equipment in fields such as circular economy, agriculture and horticulture, mobility, sustainable buildings and climate and air. Companies that invest in the environment are entitled to additional tax deductions at a percentage of the investment cost. The total amount of environmental investments that are eligible for MIA per enterprise and/or operating asset is a minimum of € 2,500 and a maximum of € 25 million per calendar year. Depending on the type of

investment 45%/36%/27% (2026) of the investment amount for which an MIA declaration has been received can be deducted from the taxable profit. The Environment Investment Deduction scheme is only available for capital equipment listed in the Environment List 2026 (Milieulijst 2026), which is updated on an annual basis.

EIA (Energie Investerings Aftrek)
(Energy Investment Deduction Scheme)
The purpose of the Energy Investment Deduction scheme (EIA) is to stimulate investment in energy-saving technology and sustainable energy, i.e. so-called energy investments. Companies that invest in the energy industry are entitled to additional tax deductions at a percentage of the investment cost. The total amount of energy investments per enterprise that are eligible for EIA is a minimum of € 2,500 and a maximum of € 153 million per calendar year. 40% (2026) of the investment amount for which an EIA declaration has been received can be deducted from the taxable profit. Since 1 January 2026 investments by entrepreneurs in their own company and a jointly owned company (such as a general partnership) have been added together. The energy investment deduction is only available for capital equipment that complies with the specified energy performance requirements. The energy performance requirements and the capital equipment that are subject to the energy investment deduction are available in the Energy List 2026 (Energielijst 2026), which is updated on an annual basis.

KleinschaligheidsInvesteringsAftrek
(Small-scale Investment Deduction)
The Small-scale Investment Deduction (KIA) allows entrepreneurs to deduct a portion of their investments in capital equipment in the year in which they incur a payment obligation. This deduction applies to investments between € 2,901 and € 398,236 in 2026.

The investment deduction can be applied in the year in which the investment is made. If the capital equipment is not intended to be used in that year, part of the investment deduction may sometimes be carried forward to the next year. The deduction percentage depends on the size of the investment:

- For investments up to € 71,683: 28% of the investment. The maximum KIA is € 20,072.
- For investments above € 71,683 but not exceeding € 132,746 the KIA is equal to the maximum.
- For investments above € 132,746 the KIA is reduced by 7.56% of the portion of the investment above that figure.
- Investments exceeding € 398,236 do not qualify for the deduction.

Finance

BMKB (Borgstelling MKB Kredieten)
(Credit Guarantee Scheme for SMEs)
The purpose of the Credit Guarantee Scheme for SMEs (BMKB) is to stimulate credit provision to small and medium-size enterprises (SME or MKB in Dutch). The scheme is designed for companies with a maximum of 250 employees (FTE) with a year turnover up to € 50 million or a balance sheet total up to € 43 million and includes most professional entrepreneurs. If the entrepreneur is unable to provide the bank with sufficient security or collateral to secure a loan, the bank can appeal to the BMKB for the necessary guarantees. The government will then, under certain conditions, provide the security for part of the credit amount. This reduces the level of the bank's risk exposure and increases the creditworthiness of the entrepreneur. Start-up and innovative companies can profit from additional favourable conditions. The conditions of the scheme have now been made more favourable for sustainability-related investments (so-called green investments) by SMEs. The investments in question must feature on the aforementioned EIA list. The sectors property management, insurance and finance companies, publicly insured care, agriculture, horticulture and fisheries are excluded from the scheme as sector-specific schemes have been set up.

A government guarantee of 90% applies for the Credit Guarantee Scheme for SMEs (BMKB), with a maximum BMKB loan of
€ 1.5 million. The scheme for 2026 is available until 1 July 2027.

GO (Garantie Ondernemingsfinanciering)
(Corporate Credit Guarantee)
With the Corporate Credit Guarantee large and medium companies can borrow large amounts more easily. Financiers who provide capital get a 50% guarantee from the government. The maximum term of the guarantee is 8 years. You are only eligible for this scheme if your company is established in the Netherlands and if the business activities take place mainly in the Netherlands. You can borrow an amount from € 1.5 to 150 million.

Other financial schemes
In addition to the instruments mentioned above, the Dutch government offers the business community an extensive range of financial schemes to enable the businessman to convert ideas more easily and quickly into profitable new products, services and

processes. It consists of various financial instruments that are available for innovation and finances rapidly growing innovative enterprises. There are schemes that are open to SMEs and to companies bigger than the SME.

Contact your consultant for detailed information on the current subsidies and financing options.

8. Tax legislation

The tax system in any given country is invariably an important criterion when it comes to companies finding a country of incorporation. The view taken by the Dutch government is that the tax system may under no circumstances form an impediment for companies wishing to incorporate in the Netherlands. In addition, the Netherlands has also signed tax treaties with many other countries to prevent the occurrence of double taxation. At the same time, its vast network of tax treaties offers instruments for international tax planning. In this context, it is possible to obtain advance certainty regarding the fiscal qualification of international corporate structures in the form of so-called Advance Tax Rulings (ATR) / Advanced Pricing Arrangements (APA). The present Dutch ruling policy is still only aimed at making agreements in advance with companies who make a considerable contribution to the national economy (so-called economic nexus presence) with an establishment – branch or subsidiary – in the Netherlands and this establishment in the Netherlands is not primarily for tax reasons.

The following are a few of the benefits offered by the Dutch tax system:

- The Netherlands does not charge withholding tax on interest and royalties, except for payments to low-taxation countries and in situations of abuse.
- In most cases all the profits that the Dutch parent company receives from foreign subsidiaries are exempted from tax in the Netherlands (participation exemption).
- The Netherlands offers attractive tax-free compensation in the form of the 30% rule for some foreign personnel who are temporarily employed in the Netherlands.
- A highly competitive system of rates for tax on profits.

Moreover, it should be noted that the fiscally attractive establishment climate in the Netherlands does however also have a shadow side because it can be abused to avoid taxation. Partly due to severe great international and national political pressure, the Dutch government is at present tackling companies and individuals that have set up or wish to set up via the Netherlands tax avoidance schemes, to conduct a tax disincentive policy. In addition to the introduction of various European anti-avoidance laws, in the fight against tax avoidance a Controlled Foreign Corporation regime has been introduced with effect from 2019. In addition it is not possible to agree an ATR/APA with the Tax Authorities where transactions are involved that relate to companies established in countries included in the Dutch list of low tax countries or the EU list of non-cooperative jurisdictions for tax purposes. Low tax countries are defined as a country with an income tax rate of less than 9%. In the fight against undesirable tax evasion, as a result of European legislation since 1 January 2021 Mandatory Disclosure Rules apply for taxpayers and their consultants. The most important anti-tax avoidance measures are covered below.

As far as possible the Dutch government wants the current fiscal establishment to serve the business community with a realistic economic presence in the Netherlands.

The Dutch tax system can be divided into taxes based on income, profit and assets, and cost price increasing taxes.

Corporate income tax

Corporate income tax (CIT) is charged to legal entities of which the capital is partially or fully divided into shares, such as the NV and BV. Companies based in the Netherlands are taxed on the basis of the companies' local revenues. Whether a company is considered based in the Netherlands for tax purposes (resident companies) depends on factual circumstances, including where the actual management is located, the head office's location, and where the Annual General Meeting of shareholders is held. Entities incorporated under Dutch law are deemed to be established in the Netherlands. Resident companies are generally subject to Dutch corporate income tax for their profits received worldwide. Non-resident companies may also be subject to Dutch corporate income tax on income sources from the Netherlands. Further details about this matter will be outlined later.

Non-resident companies

Non-resident companies may become subject to corporate income tax in the Netherlands on Dutch-source income. A non-resident company receives Dutch-source income in three ways.

Firstly, if a non-resident company operates in the Netherlands through a Dutch permanent establishment or permanent representative. The determination of taxable profits of a permanent establishment/representative is similar to the rules applicable to a subsidiary. Secondly, Dutch-source income may arise if a non-resident company holds a so-called substantial interest representing at least 5% of the shares in a company established in the Netherlands. This tax applies to dividend income and capital gains derived from its Dutch subsidiary,

provided that the main purpose of holding the substantial interest is to avoid the levying of Dutch personal income tax at (in)direct shareholder level, and there is an artificial arrangement or a series of artificial arrangements which are not put in place for valid commercial reasons reflecting economic reality.

Moreover, non-resident companies may be liable to corporate income tax on remuneration received for formal directorship of companies residing in the Netherlands, as well as for fees received for executive management services. Typically, taxation rights for these remunerations are allocated to the non-resident company's country of residence under a tax treaty.

Tax base and rates

Corporate income tax (CIT) is charged on the taxable profits earned by the company in any given year less the deductible losses. Please refer to the following for the applicable corporate income tax rates for 2026:

Profit from	Profit up to and including	Rate
-	€ 200,000	19%
More than € 200,000		25,8%

Dutch loss settlement rules

The Dutch loss settlement rules have been changed with effect from 1 January 2022. The offsettable losses can be carried forward indefinitely to the extent that the taxable profit for a year is € 1 million or less. When a taxable profit of a year exceeds € 1 million, only 50% of that taxable profit can be used to offset losses from previous years. The term for carry back remains limited to one year.

For financial years up to and including 2018 losses incurred in any given year can be set off against the taxable profits of the previous year and the 9 subsequent years. As of 2019 the carry forward is reduced to 6 years. Part of this reduction is the introduction of a transitional measure, based on which the losses of 2019 and 2020 can be used before the 2017 and 2018 losses.

It is worth noting that the company profits must be determined on the basis of sound commercial practice and on the basis of a consistent operational pattern. This means, among other things, that unrealised profits do not need to be taken into consideration. Losses, on the other hand, may be taken into account as soon as possible. The system of valuation, depreciation and reservation that has been chosen must be fiscally acceptable and, once approved, must be applied consistently. The tax authorities will not subsequently accept random movements of assets and liabilities.

As a general rule all business expenses are deductible when determining corporate profits. There are however a number of restrictions with respect to what qualifies as business expenses.

Valuation of work in progress and orders in progress

In work and/or orders in progress profit taking may not be postponed. Work in progress should be valued at the part of the agreed payment attributable to the work in progress already carried out. The same applies for orders in progress.

Arm's Length Principle

The Dutch corporate income tax legislation includes an article that determines that national and foreign related companies are entitled to charge one another commercial prices for mutual transactions. This is however subject to an obligation to keep due documentation of all relevant transactions. This enables the Dutch tax authorities to determine whether the transaction between the applicable related companies are conducted based on market prices and conditions. It is possible to obtain prior assurance of the fiscal acceptability of the internal transaction with the use of the so-called 'Advance Pricing Agreement'.

Limited depreciation on buildings

The annual depreciation is deductible from the annual profits from business operations. The taxpayer is entitled to depreciate the building until the book value has reached the so-called base value. The base value is determined with reference to the WOZ value. The base value is equivalent to the WOZ value (WOZ for 'Wet waardering onroerende zaken' or Real Estate Valuation Regulations). Based on the latter regulations, the value of a building for tax purposes is determined, to the greatest extent possible, on the basis of its value in the economic environment. The tax base value for buildings used as investments and owner-occupied buildings is 100% of the WOZ value.

Arbitrary depreciation

In the Netherlands the rule is that no more than 20% per year of acquisition or production costs may be depreciated on operating assets, other than buildings and goodwill. The minimum depreciation period is therefore 5 years. Under certain conditions goodwill can be depreciated by a maximum of 10% per year.

Innovatiebox (Innovation box)

Companies that have developed intangible assets (an invention or technical application) can deduct the development costs from the company's annual profits in the year in which the asset was developed. The innovation box as a facility is in principle now only open to enterprises with actual economic activities in the Netherlands, where the intention is only to grant a tax subsidy for an innovation developed in the own enterprise in the Netherlands. The innovation box benefits are then determined in the light of a ratio between qualifying and non-qualifying innovation expenditure (nexus break).

Only 'intangible fixed assets' produced by the enterprise itself can qualify for the innovation box. Purchased intangible fixed assets do not qualify, except that a purchased intangible asset that is then developed further may again qualify if the further development results in a 'new' intangible asset.

Under the rules access to the innovation box is only open to intangible assets for which a so-called R&D declaration has been issued by the Netherlands Enterprise Agency (RVO). Holding a patent is insufficient for the company's option to place the benefits in the so-called innovation box.

Furthermore, for access to the innovation box a distinction is made between small and bigger taxpayers. Bigger taxpayers (consolidated group turnover of more than € 250 million in the financial year in which you want to make use of the innovation box plus the four previous financial years and turnover from intangible fixed assets of more than € 37.5 million in the above-mentioned five-year period) must in addition to an R&D declaration have a recognised legal access ticket. This includes among other things patents, rights similar to patents such as utility models, cultivator rights, drugs and software. Intangible assets that relate to biological crop protection products based on live (micro-)organisms may also qualify for the innovation box. These stricter access requirements of a recognised legal access ticket do not apply for smaller qualifying enterprises as such.

The rate for corporation tax for innovative activities amounts to 9% (2026). Losses on innovative activities can from now on be deducted at the normal corporate income tax rate. The outsourcing of R&D work is also possible if the principal has sufficient activities and knowledge present. It is also possible to include innovation advantages obtained between the application for a patent and the granting of a patent in the innovation box. There is no maximum to the profit taxed at the special rate of 9%.

The company has the option to declare an innovation box benefit equal to 25% of the company's total profit instead of complex profit allocation to the qualifying intangible asset(s). The benefit is however limited to the amount of € 25,000. The option is valid in the investment year and in the following 2 years.

A number of additional technical and administrative conditions must however be fulfilled to be able to qualify for the aforementioned tax benefits. The innovation box does not apply to brands, logos, TV formats, copyrights on software and so on. The choice must be specified in the corporate income tax declaration.

Participation exemption

The participation exemption, also known as the substantial holding exemption, is one of the main pillars of corporate income tax, designed to prevent double taxation. It aims to facilitate tax-free profit distribution between group companies.

A participation refers to a situation where a company (the parent company) is the owner of at least 5% of the nominal paid-in capital of a company that is based either in the Netherlands or abroad (the subsidiary). A cooperative membership qualifies as well regardless of its share in the cooperative's capital.

Under the participation exemption, all benefits derived from the participation are tax exempt. The benefits include dividends, revaluations, profits and losses on the sale of the participation and acquisition and sales costs. The participation exemption also applies to revaluations of assets and liabilities from earn-out and profit guarantee arrangements. If the value of the participation falls due to losses incurred, devaluation by the parent company is in principle not permitted. Losses arising on liquidation of a participation can under certain conditions be deducted.

With effect from 2021 the conditions have however been tightened up and the following limits introduced:

1. Time limit: a liquidation loss must be taken within a period of 3 years after ceasing operations. Up until 2021 there was no time limit for this;
2. Origin limit: only liquidation losses from participations in EU or EEA states may be deducted. Up until 2021 there was a deduction for worldwide losses;
3. Affiliation limit: liquidation losses may only be deducted in the case of a participating interest with 'sufficient' control (often for an interest of over 50%);

4. The origin and affiliation limits only apply for liquidation losses greater than € 5 million.

As a general rule participation exemption does not apply if the parent company or subsidiary is an investment institution. It is however possible to appeal for a 'reduced tax investment participation'. To determine whether the participation exemption applies an intent test is used. This means looking at whether or not the participation is held as an investment. A participation in a company whose balance sheet consists for example of liquid assets, debentures, securities and debts is regarded as an investment. In the latter case the participant is not entitled to participation exemption, but is however entitled to apply for a tax credit. It is common practice to apply for an Advance Tax Ruling on the qualification of the participation under the participation exemption provision.

Because a number of conditions have to be satisfied in order to apply for a tax credit exemption, factual and circumstantial changes can affect the tax (exempt) status of a participation. In this case, the capital gains or losses on this participation must be partitioned into a taxable and non-taxable part (partitioning doctrine). In addition, tax law provides for a participation to be revalued at fair market value once the participation tax regime changes. The revaluation result (positive or negative) is, amongst other qualifying occurrences, added to a separate reserve (partitioning reserve). The reserve must be released upon disposal of the corresponding participation. A partial disposal triggers a pro rata release.

As a result of the European Parent/Subsidiary Directive intended to combat abuse and undesirable schemes, the participation exemption does not apply to benefits from foreign enterprises, if these benefits consist of fees or payments that can be deducted by the participation when determining its profit for tax purposes and are hence regarded as deductible interest charges. The place of establishment of the participation is not relevant here. The exclusion of the participation exemption is also aimed at benefits received that serve to replace the fees referred to in the previous sentence. This relates to so-called hybrid finance. This restriction of the participation exemption does not in principle apply for the benefits obtained with the disposal of the enterprise and currency results obtained.

Controlled Foreign Companies

Controlled Foreign Corporation (hereinafter: CFC) rules have been introduced with the aim of preventing profit shifting to low-tax jurisdictions. The CFC ruling ensures that certain 'tainted' income categories of a CFC are included directly in the Dutch tax basis. Examples are income in the form of interest, royalties and dividends. A corporation qualifies as a CFC if:

1. the Dutch tax paying body – together with a related body or natural person – has a direct interest of more than 50% in a foreign body, or if this is a permanent establishment; and
2. the foreign body or the permanent establishment is in a country with a low statutory income tax rate (less than 9%) or in a country included in the EU list of non-cooperative jurisdictions for tax purposes.

If the foreign company or permanent establishment is qualified as a CFC, undistributed 'passive' income (including interest, royalties, dividends and leasing income) of the CFC are taxed at the level of the Dutch controlling company, unless the activities of the CFC include significant economic activities. The latter is the case when the CFC (a) receives at least 70% non-passive income or (b) meets the Dutch relevant substance requirements, or the CFC qualifies as a financing vehicle for which at least 70% of the tainted benefits are received from third parties.

For profits that, on the basis of the CFC legislation, are already taxed in the Netherlands and later paid out to the Dutch parent company, there are provisions to avoid double taxation.
The introduction of the Minimum Tax Act 2024, which is discussed below, renders part of this Dutch CFC legislation superfluous. Revision of the CFC legislation is therefore expected in due course.

Object exemption for permanent establishments

An object exemption exists for foreign permanent establishments of companies based in the Netherlands. As a result the profits and losses of a foreign permanent establishment do not affect the Dutch tax basis. Final losses of foreign permanent establishments that remain upon cessation (termination) can however still be deducted. The object exemption does not apply to profits from so-called passive permanent establishments in low-taxation countries and to passive income of permanent establishments qualifying as CFCs.

Fiscal unity

If the parent company owns at least 95% of the shares of a subsidiary, the companies can submit a joint application for fiscal unity to the tax authorities, whereby the companies will be treated

as a single entity for corporate income tax purposes.

The 95% shareholding should represent 95% or more of the voting rights and at least a 95% entitlement to the subsidiary's capital. The subsidiary is thereby effectively absorbed by the parent company. One of the most important advantages of fiscal unity and its tax consolidation of companies, is the fact that the losses of one company can be set off against the profits of another company in the same group. The companies are thereby also entitled to supply goods and/or services to one another without fiscal consequences, and they are also entitled to transfer assets from one company to another.

Fiscal unity is only permissible where all of the companies concerned are effectively established in the Netherlands.
The current legislation provides the option to include in the tax consolidation of the fiscal unity a Dutch permanent establishment of a non-resident group. In addition, the parent company and the subsidiaries must also use the same financial year and be subject to the same tax regime.

Dutch legislation also permits a fiscal unity via a foreign company. As a result fiscal unity is permitted between:

- A Dutch parent company and a Dutch sub-subsidiary with a foreign intermediate company established in an EU/EEA member state;
- A Dutch (sub-)subsidiary and a Dutch permanent establishment of a non-Dutch EU/EEA resident company, if the latter, as the parent company, holds at least 95% of the shares in the (sub-)subsidiary;
- Dutch sister companies with a foreign parent company established in an EU/EEA member state that holds at least 95% of the shares in the companies;
- Companies established in the Netherlands that are affiliated via a foreign EU/EEA intermediate holding company.

On 22 February 2018 the Court of Justice of the European Union (CJEU) concluded that the Dutch fiscal unity regime is in violation of EU freedom of establishment. According to the CJEU ruling the Dutch fiscal unity regime may not favour domestic groups by allowing a benefit that is not open to cross-border groups, while such a fiscal unity in cross-border situations is not permitted. As a result, the Dutch government has introduced repair measures which adjust the fiscal unity regime with retroactive effect to 1 January 2018. It is expected that this will ultimately lead to an alternative fiscal consolidation regime. A consequence of Brexit is that fiscal unity via a UK company has been excluded. At least, that is the position currently being taken by the Dutch tax authorities.

Limitations of Interest deduction and other anti tax evasion measures

Earnings stripping rule

The earnings stripping rule came into effect from 1 January 2019 and applies for financial years beginning on or after this date. The earnings stripping rule is a generic interest deduction for the balance of the interest payable on third-party and group loans. It concerns the difference between the interest charges and interest income relating to loans and similar agreements (balance of interest). Using a fixed percentage of earnings before interest, tax, depreciation and amortisation (roughly speaking the gross operating result, EBITDA) the balance of interest is subject to restricted deduction.

The earnings stripping rule limits the deductibility of net interest expenses to the higher of (i) 24.5% (2025: 24.5%) of the EBITDA or (ii) a threshold of € 1 million. The rule does not make a distinction between third party and related party interest and is therefore a generic limitation of interest deduction. By taking the EBITDA for tax purposes as the starting point, the interest deduction is thus linked to the taxable economic activity of a taxpayer. In the case of fiscal unity the earnings stripping rule is applied at fiscal unity level. Finally the earnings stripping rule applies to both existing and new loans. Interest that cannot be deducted based on the earnings stripping rule can be carried forward indefinitely. With effect from 1 January 2025 the aforementioned threshold of € 1 million is excluded for real estate companies.

Anti-base erosion regulation

The anti-base erosion rules in Dutch corporation taxation restricts the deduction of financing costs of intragroup loans if these loans in essence relate to the conversion of equity into financing through debt without sound business motives. This comprises loans relating to inter alia dividend distributions, repayment of formal and informal capital and capital contributions. On the other hand, the anti-base erosion rules also entail the possibility to overrule this restriction in tax deduction of the relating financing costs if the taxpaying company can demonstrate that the sound business motive for this debt financing exists or the interest payment is effectively taxed at a rate of 10% or more. However, the Dutch tax authorities may demonstrate that in

the case of a group transaction no business considerations are involved, even if the recipient pays 10% or more tax abroad. In that case the interest paid within the group is not deductible.

The interest for ordinary business transactions does however remain deductible.

Prevention of mismatches working at arm's length principle

In a group context to determine the profit for tax purposes the starting point is that internal transactions and relationships take place on an arm's length basis. Non-arm's length pricing must be adjusted for tax purposes to the level of arm's length pricing.
A correction is not always made in one country to a corresponding correction in the other, resulting in an international mismatch in the tax base. For tax purposes this is processed as a so-called informal capital payment or disguised profit distribution. In international group contexts these mismatches may be abused so that companies pay too little tax (at consolidated level). With effect from 2022 these mismatches are being controlled. The Dutch tax base can no longer be corrected (read: reduced) with an arm's length correction in the absence of a corresponding increase in the tax base for the other party. The 'at arm's length' correction is however maintained, but the deduction of the correction (in the form of a fictitious cost deduction) is limited. For example, interest-free intragroup financing for a group company established in the Netherlands can no longer lead automatically to a fictitious interest charge (so-called interest imputation) and hence to a reduction in the tax base, but from now on will be linked to the extent to which the receiving foreign group company also charges the correction to its profit. This measure not only looks to payments in the so-called cost sphere, such as an interest imputation to group finance or intragroup fee payments, but also looks to transferred assets resulting in a limitation of the deductible depreciation charge.

Tax liability measure for joint ventures set up according to Dutch law

Joint ventures such as a VOF or CV (see above) do not have any legal personality and for this reason are not independent taxpayers for corporation tax. For these entities there is so-called fiscal transparency. Dutch fiscal transparency of such a joint venture has often been used in recent decades to obtain fiscal (group) benefits. If the country in which the majority of the members of the joint venture are established is a country that, in contrast to the Netherlands, qualifies the joint venture as an independent taxpayer for its national tax on income or profit, there is a so-called hybrid mismatch. This has been prevented since 1 January 2022 by setting aside the fiscal transparency of the joint venture affected and regarding the joint venture as an independent entity for corporation tax. This measure stems from the second EU Anti-Tax Avoidance Directive (ATAD2).

The way in which ATAD2 works has now been adapted in respect of the 'object exemption' for permanent establishments in the area of corporation tax. The change to the 'object exemption' under ATAD2 relates to the prevention of double taxation in the case of 'disregarded permanent establishments'. These are permanent establishments whose profit is taxed in the Netherlands, as the other country does not recognise the permanent establishment as such and therefore does not tax it. The way in which ATAD2 was originally implemented into Dutch legislation resulted in the 'object exemption' not being applied to such permanent establishments in respect of foreign corporate profits, to avoid situations in which income was not taxed in any country (double non-taxation). In practice, however, it became clear that this approach was actually leading to double taxation in certain cases. This situation arose in cases where the profit of the disregarded permanent establishment was subject to a tax on profits in the other country, despite the fact that the Netherlands did not recognise this permanent establishment as such. As a result, the same profit was taxed in both the Netherlands and the other country, which is not consistent with the intention of ATAD2, namely to neutralise mismatches without any unintended double taxation. The new 'object exemption' regulations took effect on 1 January 2025.

OESO standard transfer pricing documentation and country-by-country reporting

Documentation obligations apply for multinationals regarding their internal transfer prices used between enterprises in the different countries. New obligations relating to the submission of a country-by-country report, a master file and local file. This applies if the consolidated group revenue is more than € 750 million. The ultimate parent company submits the country-by-country report in the country where it is established. The master file contains a summary of the transfer pricing policy of the group. The local file sets out the intracompany transactions of the local enterprise(s). Companies established in the Netherlands that form part of a multinational group with a consolidated turnover of at least € 50 million in the previous year must draw up an OECD-based master and local file for transfer pricing and branch profit documentation purposes.

These files must be present in the records at the latest on the last day for submitting the return (after any extension granted) for the relevant year.

Reporting requirement for platform operators (DAC7)

As a result of the Dutch Act implementing the EU Directive on the exchange of data in the digital platform economy (Wet implementatie EU-richtlijn gegevensuitwisseling digitale platformeconomie) (this EU Directive is known as DAC7), since 1 January 2024 Dutch platform operators have been required to collect information on income that sellers and/or lessors generate on the platform from 'relevant activities'. These are activities involving the rental of immovable property, the rental of any mode of transport, the sale of goods and the provision of personal services. This reporting requirement does not apply to all sellers. An exemption applies to governmental entities and listed companies acting as sellers, for example. DAC7 has now been amended by means of a technical addition introducing a government-run identification service (DAC8). No changes have been made to the content.

Minimum Tax Act 2024 (Wet minimumbelasting 2024)

As a result of international agreements on a global minimum tax rate, the Netherlands has implemented the Minimum Tax Act 2024. Under this legislation group entities with a global turnover of € 750 million or more are subject to an additional levy if the effective tax rate in a country is lower than 15%. These are highly technical rules that could result in the Netherlands applying additional tax to profits taxed at a low rate elsewhere within the group.

With effect from 2026, the Act has been brought into line with Directive (EU) 2025/872 (also known as DAC9). DAC9 is closely aligned with the EU Minimum Tax Directive and the associated Dutch Minimum Tax Act 2024. This Directive amends the existing Directive 2011/16/EU on administrative cooperation in the field of taxation within the EU (known as the DAC Directive).

Tax declarations

The corporate income tax declaration must be submitted to the tax authorities as a rule within 5 months of the end of the company's financial year. If a firm of accountants submits the return a postponement scheme applies. The ultimate deadline for filing, including extension, is 16 months after the end of the financial year.

Income tax

Income tax is a tax levied on the income of natural entities with domicile in the Netherlands (domestic taxpayers). They are taxed on their full income wherever it is earned in the world. Any natural person who is not domiciled in the Netherlands, but earns an income in the Netherlands, is liable to pay income tax on Dutch source income (foreign taxpayers). Foreign taxpayers may be eligible for the status of 'qualifying foreign taxpayer' if at least 90% of their world income according to Dutch assessment principles is taxable in the Netherlands. This status gives an entitlement to the same deductions as applicable for domestic taxpayers, like the own home scheme discussed below. One of the conditions is to submit the annual report on non-Dutch income using an income return format signed by the tax authority of the country of residence.

In principle, income tax is charged on an individual basis: married persons, registered partners and unmarried cohabitants (under certain conditions) can however mutually distribute certain joint income tax components.

Tax base

Income tax is charged on all taxable income. The different components of taxable income are broken down into three 'closed' boxes; each at a specific tax rate.

Each source of income can only be entered in one box. A loss in one of the boxes cannot be deducted from a positive income in another box. A loss generated in Box 2 can be deducted from a positive income in the same box in the previous year (carry back) or in one of the 6 subsequent years (carry forward). Where a loss in Box 2 cannot be offset, the tax law offers a contribution in the form of a tax credit. This means that the remaining loss is deducted from the tax burden payable at the applicable Box 2 rate, on condition that no substantial interest exists in the current tax year and the previous year. The tax credit amounts to the Box 2 rate of the remaining loss. A loss in Box 1 can be deducted from a positive income in the same box in the 3 preceding years or in one of the subsequent 9 years. Box 3 does not recognise a negative income.

Box 1: Taxable income from work and home

The income from work and home is the sum of:

- The profit from business activities;
- The taxable wages;

- The taxable result of other work activities (e.g. freelance income or income from assets made available to entrepreneurs or companies);
- The taxable periodic benefits and provisions (e.g. alimony and government subsidies);
- The taxable income derived from the own home (fixed amount reduced by a deduction equivalent to a specified interest paid on the mortgage bond);
- Negative expenditures for income provisions (e.g. repayment of specific annuity premiums); and
- Negative personal tax deductions.

The following allowances apply to the above-mentioned income components:

- Expenses for income provisions (e.g. premiums paid for an annuity insurance policy or a disability insurance); and
- Personal deductions. This concerns costs related to the personal situation of the taxpayer and his family that influence his ability to support himself and his dependents (e.g. medical expenses, school fees and specific living expenses for children).

A non-resident taxpayer who performs the function of director or member of the supervisory board of a body established in the Netherlands is always deemed to have performed this function in the Netherlands either using a permanent Dutch establishment or by virtue of a Dutch employment relationship or a result obtained in the Netherlands from other work. In this way the scope of the tax levy for foreign taxpayers is extended, barring the effect of a tax treaty on Dutch tax jurisdiction.

For the supervisory director and the non-executive member of a one-tier board more or less comparable with them, their working relationship is not regarded as employment and is not therefore subject to wage tax. A tax obligation for income tax does however apply for their respective income.

The tax rate in Box 1 is progressive and can accumulate to a maximum of 49.50% (2026).

Profit from business activities

A natural person who derives income from business activities qualifies for tax allowances for entrepreneurs under certain circumstances. The tax allowances for entrepreneurs include self-employed allowance, research and development allowance, discontinuation allowance and SME allowance. In addition, a starting entrepreneur is also entitled to a start-up allowance.

The SME Allowance (MKB-winstvrijstelling) means that entrepreneurs will be entitled to an additional exemption of 12,71% (2026) of the profits following deduction of the above entrepreneur's allowance (tax allowances). The tax advantage of this and the tax allowances for entrepreneurs mentioned is limited by the new rate structure and phasing out of allowances discussed below.

The fiscal profit concept in income tax is virtually identical to the profit concept in corporation tax. For example the provisions discussed under Corporation Income Tax relating to the valuation of work in progress and orders in progress, arm's length principle, limited depreciation on buildings, arbitrary depreciation and WBSO (see under section 4) apply accordingly.

Private home and the Own Home Scheme (Eigenwoningregeling)

A private home is viewed as the complete unit of the home with the garage and other buildings on the property. Houseboats and caravans are also viewed as private homes. The only condition being that they are permanently bound to a single address. A private home is only considered as such where the home is owned by the occupant (taxpayer) and where it serves as permanent domicile and not as temporary domicile. The purchase of a private home is subject to transfer tax. Since 2021 buyers aged under 35 years will on one occasion be exempt from payment of transfer tax (0%) subject to the condition that the purchase price may be a maximum of € 555,000 (2026). In other cases, the rate for the home buyer remains 2%. Investors in residential property and buyers of other real estate (e.g. commercial property) will pay 8% (2026) and 10.4% (2026) respectively.

Once it has been determined that a home can be viewed as an 'Own Home', the home automatically qualifies for tax purposes for the Own Home Scheme based on Box 1 (Work and Home: maximum tax rate 49.50% for 2026).

The Own Home scheme works as follows: The fixed sum assumed by the legislator for the enjoyment derived from the own home is expressed for tax purposes in the Own Home fixed sum. The Own Home fixed sum is determined on the basis of a fixed percentage of the value of the home in question. The basis for determining the value of the Own Home is the value of the property, as determined on the basis of the WOZ value. The WOZ value is determined by municipal decree. Certain costs like

financing costs (for example interest paid on the mortgage) are under certain conditions deductible from the above-mentioned Own Home fixed sum. The financing costs (including interest paid on a mortgage bond) are tax deductible where the loan qualifies as an Own Home Debt. The tax deduction is restricted to mortgages with a minimum annuity repayment scheme of 30 years. In other words to qualify for tax deduction the mortgage scheme should guarantee full mortgage payment within 30 years or less.

The Own Home financing costs are tax deductible at a tax rate of up to 37.56% (2026).

New rate structure and phasing out of allowances

The income tax and payroll tax includes a three-tranche rate: a basic rate of 35.75% (for an income up to € 38,883), a second rate of 37.56% (for an income up to € 78,426) and a maximum rate of 49.50%. On the other hand, a phasing out of allowances has come into effect. For 2026 the maximum deduction rate of virtually all allowances (including Own Home financing costs and entrepreneur's allowances) is equal to the second rate for 2026 of 37.56%.

Box 2: Taxable income from substantial interest

Substantial interest applies where the taxpayer, with or without his partner, is a direct or indirect holder of a minimum of 5% of the issued capital in a company of which the capital is distributed in shares. The income from substantial interest is the sum of the regular benefits and/or sales benefits less deductible costs. Regular benefits include dividend payments and payments on profit-sharing certificates. Sales benefits include the gains or losses on the sale of shares. Examples of deductible costs include the following: consultancy fees and the interest on loans taken out to finance the purchase of the shares. With effect from 2023 the income in box 2 also includes notional income if you have taken out excessive loans from your own company (i.e. a company in which you hold a substantial interest). If, at the end of the year 2026 (with the exact reference date being 31 December 2026), your debts to your own company exceed € 500,000, the excess amount is taxed as a notional benefit in box 2. Home acquisition debts secured by a mortgage in favour of the lending company do not qualify as debts that count towards the above debt ceiling. Other debts do, however. The lawfulness of this notional income ruling is being challenged and is currently before the courts.

A non-resident taxpayer is subject to tax for income from substantial interests if the interest is held in a company residing in the Netherlands. If this company was resident in the Netherlands for a minimum of five years in the past ten years, the company is regarded as being resident in the Netherlands.

In 2026 the tax rate in box 2 comprises two bands, with a rate of 24.5% applying to income up to € 68,843 and 31% to the excess amount. These bands apply on a per-person basis for tax partners.

Box 3: Taxable income from savings and investments

Box 3 charges tax on the taxpayer's assets. The taxable base is based on a fixed return on investment of the yield base. The yield base is the difference between the assets and the liabilities. The yield base is determined on 1 January of the calendar year. The reference date of 1 January also applies if a taxpayer does not yet owe any inland tax on 1 January or if the inland tax obligation ends during the calendar year for reasons other than death.

The assets in box 3 include: Savings, a second home or holiday home, properties that are leased to third parties, shares that do not fall under the substantial interest regime and capital payments paid out on life insurance.

Liabilities in box 3 include: Consumer loans and mortgage bonds taken out to finance a second house. Per person, the first € 3,800 (2026) of the average debt is not deductible from the assets.

Since 2017 to determine the taxable income in box 3 a lump sum asset mix has been assumed on the assumption that the capital partly consists of savings and partly of investments. The income is calculated on the basis of a lump sum yield that increases progressively according to 3 (asset) tranches (see below). An inherent consequence of the lump sum asset mix and the differentiated rates linked to this is that, for a taxpayer with a relatively large proportion of savings (with a negligible yield), the effective tax can exceed the actual yield obtained. At the end of 2021 the highest tax court (Supreme Court) ruled that in a number of cases the box 3 tax in its current set-up contradicts the European Convention on Human Rights (ECHR). The tax must be in line with the actual yield obtained. The result is a lack of clarity about the effects of the ruling for the box 3 tax as now included in the law. As of 2023 the law contains a new transitional calculation method that takes into account the actual level of savings, other investments and debts

as a basis. A fixed return is, however, still calculated for each asset category, subject to the Box 3 Rebuttal Scheme Act (Wet tegenbewijsregeling box 3), which entered into force on 19 July 2025. This Act offers the taxpayer the option of reducing the taxable base to the actual yield on box 3 assets. The burden of proof rests with the taxpayer. This transitional arrangement will apply until 2027. The current assumption is that the new statutory tax system (based on actual yields) will be introduced with effect from 1 January 2028.

Taxed assets

All taxpayers are entitled to untaxed assets in box 3 of € 59,357 (2026). The amount is intended to reduce the yield base. A fixed return, depending on the assets, is calculated on the amount remaining after deduction of the exemption. The fixed return percentage is 1.28% (2026) for the bank balances category, 6.00% for other assets and 2.70% for debts (2026). Retroactively these fixed returns are adjusted annually in the light of the statutory returns in prior years. The tax rate is then paid on this return. The tax rate in box 3 is 36% (2026).

Tax allowances

Once the tax due has been calculated for each box, certain tax allowances are deducted from those amounts. All domestic taxpayers are entitled to a general tax allowance of € 3,115 (2026). The general tax allowance is reduced by 6.398% of the taxable income from work and home exceeding € 29,736 (2026), as a result of which the general tax credit may ultimately be zero for an income of € 78,426 (2026). Depending on the personal situation of the taxpayer and the actual amount of the annual income, the taxpayer may also be entitled to specific tax deductions.

Advance tax payments

Tax is withheld in advance over the course of the tax year for income deriving from work activities and from dividends. Both wage withholding and dividend tax are advance tax payments on income. The withheld amount may be deducted from the income tax due.

Tax declaration

The income tax declaration for any given tax year must be submitted to the tax authority in principle before 1 April of the next year. For the return for 2025 the deadline has been extended until 1 May 2026. If a firm of accountants produces the return, an extension scheme applies. This means that the return may also be submitted later in the year.

Dividend tax

Companies often pay out profits to the shareholders in the form of dividends. The following are further examples of dividend situations:
Partial repayment of the moneys paid-up on shares by shareholders;

- Liquidation payments above the average paid-up equity capital;
- Bonus shares from profits;
- Constructive dividend. This concerns payments made by a corporation primarily for the benefit of a shareholder as opposed to the business interests of the corporation;
- Interest payments on qualifying hybrid debt as such debts are treated as informal equity of the borrowing company.

Cooperatives

For cooperatives there is a dividend tax withholding obligation for qualifying holder cooperatives established in the Netherlands. These are holder cooperatives established in the Netherlands whose actual work includes at least 70% holder work in the year preceding the profit distribution. The deduction of dividend tax moreover only concerns membership rights that give a right to at least 5% of the annual profit or profit on liquidation, irrespective of whether this entitlement falls independently to the holder of the membership right or in combination with the rights of associated persons or the cooperating group.

Exemption

No tax is withheld, among others, in the following situations:

- Where, in inland relationships, benefits are enjoyed from the shares, profit-sharing certificates and cash loans of participations to which the participation exemption applies;
- If a Dutch company pays out dividends to a company established in a member state of the European Union/EEA and the participation exemption would have been applicable in case the shareholder was a resident in The Netherlands;
- Qualifying dividends paid to residents (for tax treaty purposes) in a state with which the Netherlands has concluded a tax treaty including a dividend provision.

The dividend withholding tax exemption is subject to anti-abuse regulations, which entail that the beneficiary of the dividends dividend should not be considered to hold the interest in the distributing entity with the main purpose to avoid taxation with

another entity or individual (subjective test) and the arrangement transaction should not be considered artificial (objective test). In addition, several specific provisions have been introduced in case the shareholder of the Dutch entity is a hybrid entity. If the distributing entity applies to the withholding tax exemption, the tax authorities should be notified of this within one month after payment.

New tax entity classification rules

The Legal Forms Tax Classification Policy Act (Wet fiscale kwalificatie rechtsvormen) entered into force with effect from 1 January 2025. Up to now, the Dutch classification rules have differed from the international standards, resulting in unintended hybrid mismatches. By introducing the new criteria, the Netherlands wants to bring its classification policy into line with the international rules. As a result of the change, (foreign) limited partnerships will from now on be regarded as transparent from a Dutch tax perspective. This will have consequences for structures involving:

- A non-transparent Dutch limited partnership (cv);
- A foreign legal form comparable with a non-transparent Dutch cv;
- A foreign legal form for which there is no comparable Dutch legal form.

From a Dutch tax perspective, this will reduce the number of mismatches and related undesirable tax structures via the Netherlands.

Step-up tax basis of cross-border legal merger and division

In the case of a cross-border merger or division an unintentional Dutch dividend tax claim on foreign profit reserves may arise. To prevent this on certain conditions the value of the assets that are transferred as a result of a legal merger or division to the acquiring corporate body in the Netherlands is regarded as (untaxed) paid-up capital for dividend tax purposes. This does not apply for assets that consist of shares in a Dutch corporate body.

Refund scheme for foreign taxpayer

The law includes a provision that provides for the refund scheme for dividend tax for foreign taxpayers (natural person or a legal entity). For foreign taxpayers with a holding in Dutch shares, under certain conditions it is possible to request a refund of dividend tax deducted. The shareholder must qualify as beneficial owner of income from shares for which a foreign taxpayer exists. A refund is possible where the dividend tax is higher than the income or corporation tax that would be payable if the relevant taxpayer had been resident or established in the Netherlands. Refund of dividend tax is not granted if the foreign taxpayer is entitled to a full offset of the Dutch tax in the state of residence or establishment based on a tax treaty signed between the Netherlands and the relevant state of residence or establishment.

Tax rate

The tax rate for dividends is 15% (2026). The tax is withheld by the company that pays out the dividends and pays it to the tax authorities. The dividend tax withheld serves as an advance tax payment on income and corporate income tax. The Netherlands has signed tax treaties with various other countries, as a result of which a lower tax rate will apply in many instances.

With effect from 2024 the Netherlands has also introduced an additional conditional dividend tax, which will be levied on dividend payments to a low-taxation country. The dividend tax owed will be equal to the highest rate of corporation tax (25.8%). This is an additional instrument to discourage using the Netherlands as a link in undesirable fiscal evasion routes. It is discussed in more detail below.

Proposal for dividend tax exit levy

Parliament is discussing a bill to retain the Dutch dividend tax claim when companies move abroad. This is a levy that involves situations where the registered office is moved to a country with no dividend tax or where a so-called step-up for (potential) distributable profit reserves is granted. This exit dividend tax is only levied from investors in non-EU/EEA states with which the Netherlands has not signed a tax treaty. The levy is included in the existing tax system for dividend tax and levied directly immediately without the option for postponement of payment or a debt moratorium.

For reasons of efficiency a threshold (tax-free allowance) of € 5 million will apply for this scheme. The scheme will apply for registered office moves and cross-border mergers, divisions and share mergers. If one of these taxable conditions occurs, a dividend tax declaration must be submitted with the tax base ‘net profit’ (visible and deferred tax reserves). The recognised paid-up capital and tax-free allowance are then deducted from this amount. Withholding exemptions in participating interests are not affected. In practice this exit levy will in particular affect profit reserves to which portfolio shareholders of listed companies are entitled. The dividend tax is withheld by the distributing company. In both situations the exit dividend tax qualifies as an (offsetable) withholding tax or the final tax levy for the shareholder in question.

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In the reverse situation in which a company has moved its registered office to the Netherlands, a step-up applies for the existing 'net profit'.

Another important aspect of the bill relates to legal entities established according to foreign law. On certain conditions for the application of this exit levy these entities are still deemed for a period of up to 10 years after moving their registered office to be established in the Netherlands. The bill provides for a retroactive effect up to 8 December 2021. Parliament is still debating the bill. The existing Dividend Tax Act 1965 (Wet op de dividendbelasting 1965) does not include an exit levy.

Withholding tax on interest and royalties

With effect from 2021 the Netherlands has introduced a conditional withholding tax on interest, royalty payments and dividend payments to affiliated entities in designated low-taxation countries as well as in situations of abuse. The withholding tax is the same as the highest corporation tax rate (in this case 25.8% for 2026). Up to 2024 the conditional tax did not apply to dividend payments. The effect of a tax treaty may mean that the actual rate is lower.

Withholding tax arises for payments between affiliated entities. Up to 2025, for purposes of the conditional withholding tax, the concept of 'affiliation' applied, referring to a case where the shareholder can exercise a direct or indirect decisive influence on the operations of the Dutch entity and which must therefore be looked at on a case-by-case basis. A formal interest such as a minimum voting right of 50% in any case resulted in an affiliation. After indications from practice that the concept of 'affiliation' was not meeting the intended aim, as of 2025 this concept has been replaced with the concept of 'qualifying entity'. For a qualifying entity to exist, legal entities must have acted jointly and the principal objective, or one of the principal objectives, of this joint action must have been to avoid withholding tax at one of the legal entities concerned.

To determine whether joint action applies, consideration will be given to, amongst other things, the contracts between parties, mutual investment and financing agreements and any central or coordinated control. The burden of proving that a 'qualifying entity' exists rests with the tax authorities.

For the levy of withholding tax the receiving entity must be established in a jurisdiction with a tax on profits of a maximum statutory rate of 9% or in a jurisdiction included in the EU list of non-cooperative jurisdictions (so-called Designated Low-Taxation Jurisdictions).

Another option to tax arises in situations of abuse. These are artificial arrangements where payments are diverted via an entity with marginal substance in non-low-taxation jurisdictions with the decisive motive of evading this withholding tax. An arrangement set up without substantive reasons that reflect the economic reality is regarded as artificial.

Mandatory Disclosure Rules (MDR)

Since 1 January 2021 taxpayers and their agents have had a disclosure obligation under the so-called Mandatory Disclosure Rules. These rules stem from the 2018 European Directive on the mandatory automatic exchange of information in the area of taxation relating to disclosable cross-border arrangements (DAC6). The disclosure obligation (to the tax authorities) applies to potentially aggressive cross-border tax arrangements. The scope of the rules is still not very clear. They are intended to apply to fiscal arrangements that involve residents of various countries and can be used for tax evasion. The disclosure obligation also has retroactive effect to 25 June 2018, in the sense that this obligation arises for cross-border arrangements involving taxpayers and their agents from 25 June 2018.
With the introduction of DAC8 (see above) on 1 January 2026, the disclosure obligation for intermediaries (such as notaries, lawyers and other intermediaries) who are entitled to privilege has been restricted. This means that, in certain situations, such intermediaries are no longer obliged to report disclosable cross-border arrangements to the tax authorities. This change is a direct consequence of recent case-law of the EU Court of Justice, which ruled that obliging a professional who is entitled to privilege to disclose information to other intermediaries is in breach of EU law.

Prevention of double taxation

Residents of the Netherlands and companies that are registered in the Netherlands must pay tax on all revenue generated worldwide. This could result in any given income component being taxed both in the Netherlands and abroad. To prevent this kind of double taxation, the Netherlands has signed tax

treaties with many other countries. The treaties are largely modelled on the OECD Model Treaty for the prevention of double taxation.

If an income tax component is nevertheless double-taxed as income or corporate income tax, the taxed amount is reduced based on the exemption method (i.e. reduction in double taxation with progression clause) or the credit tax method (i.e. offset of foreign tax). The method to be used is linked to the form of the income component. The reduction of double taxation on the income tax is calculated per income tax box.

Double taxation of dividend payments and interest payments and royalties is prevented with the use of the settlement method.
The use of this method means that the Dutch tax is reduced by the amount of tax charged abroad. In certain situations it is also possible to deduct the foreign tax directly from the profits or as costs related to income.

In 2017 the government signed the multilateral treaty on international tax evasion (Multilateral Instrument or MLI). This treaty is a result of the BEPS project against tax avoidance. It allows measures to combat tax avoidance to be implemented for a large group of countries simultaneously, without the need for separate negotiations, and also provides for faster mutual agreement procedures. The MLI bill came into effect as of 1 July 2019. Monitoring the annual update of the list of low-taxation countries, in connection with, amongst other things, the conditional withholding tax discussed above, remains a consideration in relation to the MLI.

Wage tax

As explained earlier in this section wage withholding tax is an advance tax payment on income tax. Anyone deriving an income from employment in the Netherlands is liable to pay income tax on the income. In addition, employees in the Netherlands are generally covered by social security. The employer withholds the social security premium and wage tax due from the wages as a single amount and subsequently pays this to the tax authorities. The combined amount is referred to as wage tax. The wage tax is subsequently settled against the amount of income tax due.

Withholding obligation

The Wage Tax Act links the withholding obligation to the presence of an employment relationship, whether or not a notional one. One of the characteristics of an employment relationship is the employer-employee relationship. Given the significant growth in the number of freelancers and self-employed sole traders (ZZP) on the labour market, the importance of determining whether or not an employment relationship exists and the associated withholding and social security obligations apply has increased considerably in recent years.

To this end, the so-called law on the Deregulation of the Assessment of Employment Relationships (DBA) was adopted and formally came into force in 2016. Under the DBA the client can rely on the assumption that there is no withholding obligation if it uses the (model) agreements assessed and approved by the tax authorities. This will remain possible up to the end of 2029. The actual situation that applies to the working relationship is decisive, however. Since 2025 the tax authorities have started carrying out checks and are pursuing an active enforcement policy. Enforcement of the law (i.e. imposing penalties and retrospective assessments) is only aimed at malicious parties and serious cases. The government is working on new legislation to replace the DBA.

As regards the function of supervisory director or non-executive member of a one-tier board, the income tax section above has already stated that for both relationships there is no fictitious employment relationship and corresponding withholding obligation. There is however the option, via the opting-in regulation, of creating or maintaining an employment relationship, for example in the case of a non-executive board member who qualifies for the 30% scheme discussed below.

Tax rate

The wage tax rates in 2026 are:

- On the first € 38,883 of taxable income: a percentage of 35.75% is withheld (8.10% wage tax and 27.55% social security premium);
- On the next € 39,543 of taxable income: a percentage of 37.56% (37.56% wage tax);
- On all additional income: a percentage of 49.50% is withheld.

When withholding the wage tax, the employer must also take into account the general tax allowance and the labour allowance.
The latter discounts are discussed above.

Taxable wage

For wage tax a broad wage definition is used. Dutch tax legislation allows numerous options for

rewarding personnel in fiscally friendly ways. Wage tax is calculated on the full value of the remunerations received by the employee based on the employment contract. The remuneration may take the form of cash, such as a salary, holiday allowances, overtime, commissions and payments for a thirteenth month. Employees can however also receive remuneration 'in kind', such as products from the company or holiday trips. The concept of remuneration also includes various other claims, compensations and provisions.

All compensations and provisions from the employer to the employee form the taxable wages. Exceptions to this are:

- Fringe benefits (e.g. car in case of illness);
- Intermediary costs, being costs incurred by the employee on behalf and for the account of the employer;
- Exempt claims and benefits (e.g. pension claims, benefits on death, travel allowance).

The other compensations and provisions in principle form part of the taxable wage. Depending on the category of the compensations and provisions the employer has the option to include compensations and provisions in the final levy payment. Wage tax is then paid by the employer.

It should be noted that the coronavirus pandemic has led to changes in work patterns and conditions. A combination of homeworking and office-based work has more or less become the norm. As a result, the amount of commuting to and from offices will fall.

Work expenses scheme

Compensations and provisions to employees are subject to the work expenses scheme. Through this scheme an employer may spend a maximum of 2.00% (2026) of the total wage bill for tax purposes (the 'free scope'), up to a total wage bill of € 400,000 (2026), on untaxed compensations and provisions for employees. Above a taxable wage bill of € 400,000 a rate of 1.18% applies. On the amount above the free scope (calculated as described above on the basis of 2% and 1.18% of the wage bill), the employer pays wage tax in the form of a final levy of 80%.

Not all compensations and provisions are or can be included in the free scope. Under the work expenses scheme compensations and provisions are only included in the free scope and successively qualify as final levy payment (taxed at 80%) where and insofar as the compensations and provisions do not belong to the following categories:

1. *Compensations and provisions that are exempted from final levy payment*
   This includes among other things private use of company car, company bike and reimbursement of fines.
2. *Compensations and provisions belonging to another final levy payment* This category includes for example gifts and provisions to a third party and additional assessments not recovered from the employee.
3. *Specific exemptions of work expenses*
   Exempted work expenses include compensations and provisions for business travel expenses by public transport (100% compensation), travel expenses by own transport (max. € 0.23 per km for 2026), course costs, study and training, meals during overtime and business travel (see below), extraterritorial costs (e.g. 30% rule; see below), costs of tools and ICT equipment (see below) and products from the company's own sector (see below). For some of the specific exemptions a lump sum applies (see below). A tax-free travel expenses allowance must be based on the actual journeys made. For working at home days a free allowance of € 2.45 per day (2026) can be granted.
4. *Provisions to be valued at zero*
   This includes provision of work clothing, provisions in the workplace, refreshments provided in the workplace.

If and insofar as compensations and provisions do not fall under the above-mentioned exemptions, the employer then has the choice of regarding the (remaining) compensations and provisions as final levy payment or as regular wage (with the deduction of wage tax from the employee). The employer may indicate compensations and provisions as a component of final levy payment on condition that these do not differ substantially from what is usual in similar circumstances. This means that depending on the nature it is usual to indicate the relevant compensation or provision as a component of the final levy payment. A compensation or provision relating to costs incurred by the employee in relation to the proper exercise of the employment relationship will be qualified as usual rather than the indication of pure salary elements, such as bonuses.

With regard to the scope of the compensation or provision this may not be substantially (30% or more) higher than are indicated as usual in comparable circumstances. The additional amount shall be included in the levy as regular

wage. For some work expenses such as meals at the workplace, which are taxed by the employer as regular wage different lump sum valuations apply in addition. The final levy payment is then first deducted from the free scope and the additional amount taxed by the employer at 80%.

Group scheme

The final levy under the work expenses scheme is in principle calculated per employer. There is the option to calculate the final levy at group level. This is subject to the condition that the parent company directly or indirectly holds at least 95% of the shares in the group company. For an employee who works for more than one group member, groups no longer have to calculate the compensations and provisions per group member (employer). In addition, under this scheme the use of the free scope can be optimised for all group members by paying all compensations and provisions designated as final levy payment from the total free scope. The final levy payable on the total amount that exceeds the collective free scope is then paid by the group member with the highest pay taxed for the employees.

Tools and ICT equipment

Compensations and provisions relating to this equipment are exempt if they meet the 'necessity criterion'. This means that the exemption applies if in the opinion of the employer the compensation or provision is necessary for performance of the work. The costs must be paid by the employer without being charged on to the employee. In addition the employee must return the equipment used or pay the employer the residual value once the equipment is no longer necessary for the work.

Company products

Employers are entitled to offer their employees discounts or compensation for purchasing products produced or manufactured by the company. This can be done tax-free subject to the following conditions:

- These must be products that are not from another sector;
- The maximum discount or compensation per product must be 20% (2026) of the market value (including VAT) of the product;
- The total value of the discount or compensation may not exceed € 500 (2026) per calendar year.
- This may also extend beyond the termination of the employment contract due to disability or retirement.

Relocation

If an employee is required to relocate for work purposes, the employer is entitled to compensate the employee free of tax for the moving costs for his household goods. In addition the employer may give a tax-free moving expenses allowance of a maximum of € 7,750 (2026). The condition is however that this is a move that is entirely related to the employment. This in any case applies if the employer gives the allowance within 2 years after the employee accepts the new employment (or after transfer) and the employee lives more than 25 kilometres from his work and moves, as a result of which the distance between his new home and his work is reduced by at least 60%.

The 30% ruling

Foreign employees who come to work in the Netherlands temporarily qualify for the 30% ruling under certain circumstances. The ruling means that the employer is entitled to pay the employee a tax-free remuneration to cover the extra costs of their stay in the Netherlands (extraterritorial costs). The compensation amounts to 30% of the salary, including the compensation, or 30/70 of the salary excluding the compensation. The condition is that, based on this salary, the employee is not entitled to prevention of double taxation. If the employer reimburses more than the maximum amount, this salary is subject to wage tax. The employer may deduct a final levy on this additional amount. The disposition is only valid for a maximum period of 5 years.

Conditions for qualification for the 30% rule

1. The employee is hired from abroad; and
2. The employee has a specific expertise that is scarce or not available at all on the Dutch employment market. This is called the scarcity and expertise requirement. For this specific expertise the legislator introduced a salary standard; and
3. The employee has lived in the 24 months preceding the first working day in the Netherlands more than 150 km from the Dutch border.

An employee is regarded as fulfilling the conditional specific expertise if the employee's remuneration exceeds a defined salary standard. The salary standard is indexed annually. For 2026 the salary standard is fixed at a taxable annual salary of € 48,013 (2025: € 46,660) or € 68,590 including the 30% allowance (2025: € 66,657). This salary standard of € 48,013 (2026) is excluding the final levy components and thus excluding the 30% allowance. In most cases no more specific check is made for scarcity, but this is

done if for example all the employees with a particular expertise meet the salary standard. The following factors are then taken into account:

a. The level of the training followed by the employee;
b. The experience of the employee relevant for his job;
c. The pay level of the present job in the Netherlands in relation to the pay level in the employee's country of origin.

For scientists and employees who are physicians in training as specialists there is no salary standard. For employees coming
in who are aged under 30 years and have completed their Master's degree there is a reduced salary standard of € 36,497 for 2026 (2025: € 35,468) or € 52,138 (2026) including the 30% allowance.The salary standards are indexed annually. The intention is to apply an additional increase to the amounts of the salary standards from 1 January 2027. At the same time, the maximum percentage of 30% will be reduced to 27%, with transitional arrangements for employees who were taking advantage of the 30% ruling in the last period of 2023. For these employees the 30% rate will be maintained for the full duration of their scheme.

The 30% ruling contains a rule on post-departure remuneration. As a result, the 30% rule also applies effectively until the end of the wage tax period that follows the wage tax period in which the employment has ended.

From 2024, however, an upper limit has been introduced for the salary qualifying for the 30% ruling. The 30% ruling will apply up to an amount of € 262,000 (2025: € 246,000). The maximum tax-free remuneration in the case of a salary of € 262,000 or more will then be € 78,600.

Another change concerns the reversal of the gradual tapering of the maximum percentage of 30%, which took effect in 2024. As of 2024 the tax-free benefit was to be gradually tapered by lowering the untaxed percentage, after the first 20 months of the scheme, from 30% to 20% for the following 20-month period. The untaxed percentage was then to be reduced to 10% over the remaining 20 months of the five-year period. This tapering therefore no longer applies.

150 Kilometre limit

The 30% rule only applies if the incoming employee can substantiate that the employee has lived for a minimum period of two thirds of 24 months (i.e. 16 months) outside the 150 kilometre area from the Dutch border preceding the start of the employment in the Netherlands.

Extraterritorial costs

The extraterritorial costs consist of the following, among other things:

- extra cost of living because of the higher cost of living in the Netherlands than in the country of origin (cost of living allowance);
- the cost of an introductory visit to the Netherlands, with or without the family;
- the cost of the application for a resident's permit;
- double housing costs (for example hotel costs), because the employee will continue his or her residence in the country of origin.

The following aspects are not covered by the extraterritorial costs and can therefore not be compensated or granted untaxed:

- the overseas posting allowance, bonuses and comparable compen-sations (foreign service premium, expat allowance, overseas allowance);
- loss of assets; the purchase and sale of a home (reimbursement of home purchase expenses, agent's fee);
- the compensation for higher tax rates in the Netherlands (tax equalisation).

If the employee has children, the employer is entitled to offer the employee tax-free compensation for school fees at an international school in addition to the 30% rule. Other professional costs can be compensated untaxed based on the normal rules applicable to the Wages and Salaries Tax Act (Wet op de loonbelasting).

If the extraterritorial costs add up to more than 30%, then the actual costs that have reasonably been incurred can also be compensated tax-free. It must however be possible to demonstrate that the costs incurred are justifiable. With effect from 2026, the scheme for compensating actual extraterritorial costs (ETK scheme) has been restricted to some extent. As of 2026, extra living costs (e.g. gas, water, lighting and other utilities) and extra private call charges for calls to the country of origin can no longer be reimbursed free of tax.

To be able to make use of the 30% rule, the employer and the employee must jointly submit an application to the Foreign Office of the tax authorities in Limburg (Belastingdienst/kantoor Buitenland). If the application is approved, the tax authorities will issue a decision.

The decision is valid for a maximum period of 5 years (8 years until 2018). Should the request be

made within 4 months after the start of employment as an extraterritorial employee by the employer, the decision shall be retroactive to the start of employment as an extraterritorial employee. If the request is made later, the decision shall apply starting the first day of the month following the month in which the request is made. The five-year period is reduced by previous periods of stay or employment in the Netherlands.

In principle, the possibility of opting for partial foreign taxpayer status was withdrawn on 1 January 2025. Under transitional arrangements, however, employees who received a reimbursement for the last pay period of 2023 under the 30% ruling as it applied on 31 December 2023 can continue to opt to be a partial foreign taxpayer until 31 December 2026.

Value Added Tax (VAT)

The Dutch turnover or value added tax system is based on Directive 2006/112/EC - the EU's common system of value added tax (VAT) or 'BTW' in Dutch). This means that tax is charged at each and every stage of the production chain and in the distribution of goods and services. Taxable persons (VAT-registered businesses) charge one another VAT for goods and/or services provided. The taxable person that charges the VAT is required to pay the VAT amount to the tax authorities. If a taxable person is charged VAT by a taxable person, it is entitled to reclaim this VAT if the taxable person performs VAT taxable activities itself. By doing so, the system ensures that the end user is effectively responsible for paying the VAT. Entities that constitute an economic, financial and organisational unit may form a VAT group, which means that no VAT is payable on internal services provided between them. In principle, the entities belonging to the VAT group are regarded as a single taxpayer. The existence of the VAT group does, however, give rise to joint and several liability for the VAT obligations of the participating entities. To be able to form part of the VAT group, an entity must perform taxed services. This is an important consideration in the case of corporate group structures and in the case of investment companies that act as a shareholder or participate in acquisitions. See 'VAT regime for holding companies' below.

Foreign taxable persons that perform taxed services in the Netherlands are in principle also liable to pay VAT. Those taxable persons, too, will be required to pay the VAT due in the Netherlands and will therefore also be able to claim the VAT invoiced to it by taxable persons. The VAT system entails formal invoicing rules. The rules are determined by the EU Directive on VAT Invoicing rules and implemented by EU Member States in their national VAT Law.

As a basic rule, VAT returns have to be filed quarterly. On request or as a 'penalty' for late payment, returns may also have to be filed monthly or yearly. For services and goods moving from one EU member state to another EU member state, an intracommunity listing has to be filed. In principle this return also has to be filed quarterly. However, if the threshold (per quarter) of € 50,000 for goods is met, monthly returns have to be filed. If a taxable person acquires more than € 1,000,000 of goods or has transferred more than € 1,200,000 of goods to other countries per year, Intrastat declarations have to be filed (in principle monthly). All the above returns and declarations help the EU authorities to keep track of goods and services and whether sufficient tax has been paid. It is becoming more common for a member state to request specific data from another member state to tax and penalise a taxable person that did not pay tax or did not follow procedures. Data analysis is often the basis for the requests.

Exemptions

Not all goods and services in the Netherlands are subject to VAT. The following services are VAT exempt: medical services, services provided by educational institutions, most banking services, insurance transactions, services performed by sports organisations and property rentals. As of 2023 no VAT will be levied on the costs of supplying and installing solar panels for homes. Taxable persons that provide exempted services are not entitled to charge VAT for their services. In addition, they are also not entitled to deduct the VAT charged to them for goods and services, however there are some exceptions. Taxable persons that perform both VAT liable and VAT exempt services will assign VAT to those specific services on which VAT is due. A specific pro rata percentage may in that case determine the reclaim rate of VAT on general costs.

VAT regime for holding companies

Holding shares generally does not constitute a business activity for VAT purposes, which implies that a holding company is not able to set off VAT. The VAT applicable to the purchase and sale of shares therefore cannot be reclaimed. The acquisition, management and sale of shares in a participating interest are, however, regarded as a business activity if the holding company is actively involved in the management of its participating interest or if the purchase or sale is carried out with a view to restructuring or expanding activities.

A holding company that does not carry out a

business activity in addition to holding shares is not regarded as a business for VAT purposes and is not eligible to participate in a VAT group (see above). However, if this holding company operates as a management holding company and actively participates in the management and corporate policy of the group, this (active) holding company may, on request, form part of the VAT group and thus be allowed to set off VAT. The VAT position of a holding company is an aspect to be taken into account when deciding on a group structure.

Capital goods

The legislation also includes various provisions to limit the VAT deductible. One important provision aims to review VAT on capital goods sold. In the case of tangible capital goods the deductible VAT must be reviewed for a period of 5 years and for 10 years in the case of immovable goods. This is called 'the capital goods scheme' or 'revision period'. The entrepreneur that reclaimed VAT on such acquisitions needs to re-establish the right to reclaim VAT in each of the revision years. Following the first year of use, 20% or 10% of the reclaim basis is attributed to each year. In the first year, the full amount may have to be revised. The reclaim percentage is usually determined on the basis of the revenue (VAT taxable revenue divided by total revenue) or actual use (square meters, time, etc.). The rules and case law are quite specific and should be closely monitored on a case by case basis. So far this 'revision period' does not apply for expensive services. The government has meanwhile launched a proposal to apply this review provision for this category of expenditure as well. No commencement date has yet been fixed. This new measure will mainly be for sectors with a relatively big purchases of expensive services, such as the health care, financial and real estate sectors.

From 2026 a 'revision period' also applies for real-estate-related investments. Such investment services include renovation, demolition, repair, replacement and maintenance. The services in question are those that involve an invoice amount of € 30,000 or more and enter use from 1 January 2026 onwards. This will be a 5-year 'revision period' (including the year of entry into use).

The VAT system in the internal European market

The European Union has recognised the free traffic of goods, persons, services and capital in the EU. Performances within the European Community are referred to as the intracommunity supply and acquisition of goods and intracommunity services. VAT is charged based on the destination country principle. This means that goods that cross the border to another EU country are taxed in the destination country. The rules differ considerably for business to business and business to consumer activities.

Over the years it has been found that the current VAT system for B2B supplies between businesses in EU member states is prone to fraud. The European Commission has therefore submitted a proposal to make a significant change to this. The intention in the new system is for the supplier to charge the VAT of the EU member state where the customer is established. This supply will then be declared via a One Stop Shop and the VAT due (by the other EU member state) paid. The above VAT procedure may however be ignored if the customer is registered in the other EU member state as a Certified Taxable Person (CTP). The qualification requirements for CTP status are not yet known. It is still unclear what the commencement date of this new system will be.

Services provided between head office and permanent establishment

The starting point for services provided between a head office and a permanent establishment is that they remain outside the scope of VAT. They are, after all, internal services and not services provided between different VAT-registered businesses. In its Danske Bank judgment, however, the EU Court of Justice ruled that services provided between a permanent establishment and its head office are in fact subject to VAT if both entities belong to separate VAT groups or if one of them belongs to a VAT group. Since 1 January 2024 this has now been enshrined in Dutch legislation, which may now lead to additional VAT declaration obligations in the event of a situation involving a permanent establishment and head office. This last point is also relevant within the context of the VAT deferment discussed below.

Digital services

Digital services (communication, broadcasting and electronic services) are taxed in the country where the customer is resident. It is not relevant whether or not the customer is (a business) registered for VAT. To facilitate the administration of this, at the same time the 'mini One Stop Shop scheme' has been introduced. This scheme offers the business registered for VAT the option to declare the VAT in one EU member state for the digital services provided to private customers in all Member States. Note that taxable persons supplying digital B2C services in general need two separate and non-contradictory pieces of evidence to determine where their customers are resident (billing address, IP address, bank details, etcetera).

As of 1 January 2019, additional simplifying rules

have been implemented for taxable persons providing digital services, specifically electronic services:

1. Taxable persons supplying B2C electronic services in the EU with a turnover under EUR 10,000 may apply the VAT rate applicable in their own Member State
2. The MOSS scheme can also be used, unlike previously, by taxable persons that are not established in the EU, and have no fixed establishment
3. Taxable persons using the MOSS scheme may apply the invoicing rules of their own Member State instead of the customer's Member State
4. Taxable persons supplying B2C electronic services in the EU with a turnover under EUR 100,000 can determine the residence of their customers with one piece of evidence.

From 1 July 2021 the other (bigger) part of the e-commerce VAT Directive related to distance sales of goods has been implemented. This new Directive has a major impact for EU and non-EU suppliers of goods to private consumers, as well as for market places facilitating such supplies. For example, upon entry into force in all EU countries one threshold of € 10,000 will apply, instead of the present different thresholds for each country. The threshold will then apply for the total of distance sales of goods including the sale of digital services to consumers in the EU. Once the total amount of sales within the EU in a year exceeds € 10,000, the consumer must be charged the VAT of the member state in which they are established. The VAT due in the other member state is then declared and paid via the OSS portal of the (national) tax authority. The national tax authority is responsible for the further distribution of the VAT paid.

In addition, from 1 July 2021 upon importation of goods irrespective of the value of the consignment (EU) VAT is payable. There is no VAT exemption for goods of low value.

The new rules for e-commerce also hold a business liable for the VAT payment on products which are sold to consumers via a platform, in the situation where the platform plays an 'active part' in the purchase and delivery. Examples here are the additional facilitation of orders and the financial transaction. Simply bringing supply and demand together digitally is not sufficient to be classed as playing an active part.

VAT deferment

The Netherlands has implemented a so-called deferment system. This system offers cash-flow advantages. This system's benefit involves payment of VAT to be moved from the time of import to when the company declares taxes, usually monthly. The VAT due for the import will be recorded in the declaration as payable, while at the same time, amounts will be subtracted as pre-paid taxes. To obtain this deferment, the importer must apply for a license from the tax department. To obtain this license the company (importer) has to be registered for VAT in the Netherlands as a domestic taxable person or as a foreign taxable person with a fiscal establishment for VAT in the Netherlands. In addition this company (importer) should have regular imports to the Netherlands and the bookkeeping is subject to meet specific requirements.

It is also possible to appoint a fiscal representative to make use of the deferment licence. In some cases it is even restricted to using a fiscal representative.

Tax rates

The standard VAT tax rate is currently 21%, which is levied on most goods and services. However, certain items, such as basic necessities like food, books and cultural activities, may qualify for a reduced rate of 9%. Up to the end of 2025 short-stay accommodation fell under the reduced rate. The VAT rate applicable to short-stay accommodation is increasing from 9% to 21% from 2026. Additionally, some goods and services, like healthcare, education, and certain financial services, are exempt from VAT altogether.

Tables 1 and 2 of the Turnover Tax Act (Wet op de omzetbelasting 1968) provide a detailed list of goods and services subject to the 9% reduced rate and those that are exempt from VAT. The zero rate for the VAT in the Netherlands applies to goods and services that are exported outside the European Union (EU) or to other EU member states. This means that no VAT is charged on these transactions.

Excise and other duties and taxes

Excise duty

The Netherlands charges excise duties on alcohol-containing beverages, tobacco, fuel and other mineral oils. Manufacturers, traders and importers pay excise duties to the tax authorities. The Excise Duty Act (Wet op de accijns) in the Netherlands is fully harmonised with the applicable EU directives.

Environmental taxes

The Netherlands charges the following environmental taxes:

- Tax on mains water
- Fuel tax

- Energy tax
- Waste tax

Tax on mains water

The Netherlands charges tax on mains water. All companies and households pay tax on a maximum amount of 50,000 (2026) cubic metres of water per connection per annum. The rate is € 0.437 (2026) per m^3. The cap will be abolished from 2027.

Fuel tax

Fuel tax is paid by the producers and importers of coal. The rate is € 18.85 (2026) per 1,000 kg coal.

Energy tax

The purpose of energy tax is to reduce CO_2 emissions and to reduce energy consumption. The energy tax is charged to the user of the energy (natural gas, electricity and certain mineral oils). The rates are related to the amounts used, whereby the rates are progressively reduced as consumption increases. By means of a Climate Agreement the government is promoting an energy transition from the use of fossil fuels to sustainable energy with the ultimate aim of being CO_2-neutral in 2050. The rate is expected to be used as a policy tool in the coming years. As part of a broad package of measures to encourage industrial companies to become sustainable, as of 1 January 2021 the Industrial CO_2 Levy Act (Wet CO_2-heffing industrie) came into effect for industrial companies falling under the European Emissions Trading Scheme (EU ETS).

Waste tax

The tax rate for 2026 is € 40.85 per 1,000 kg of landfill.

Bank tax

Legal entities carrying out banking activities inside the Netherlands are subject to bank taxation. The bank tax is levied on unsecured debt. The rate is 0.058% (2026) for short term debt (term of less than 1 year) and 0.029% for longer term debt.

Insurance premium tax

The insurance premium tax is levied upon the conclusion of an insurance contract with an insurer. The insurance premium tax rate amounts to 21% of the premium due. Some types of insurance contracts are exempt from this taxation, such as health insurance, unemployment insurance, accident, transport, disability and life insurance. The insurance premium tax imposed is paid by the designated intermediaries and insurers.

9. Personnel

Finding and retaining personnel is crucial for the success and expansion of any organisation. The individuals employed by a company often define its character and capabilities. Fortunately, Dutch tax legislation provides various options for rewarding personnel in tax-efficient ways, as outlined in section 5. These options enable companies to attract and retain talented individuals while also managing their tax liabilities effectively.

The Dutch legislation includes various provisions to secure the rights and obligations of both employer and employee in the Dutch employment market. As a general rule, the employer and employee should behave according to the standards expected of a good employer and employee. The employer has a number of specific legal obligations with respect to work and rest times, leave and working conditions.

Employment relationships

According to Dutch law, three different general types of agreements are used to determine the rights and duties of persons performing activities in the course of a business for another party. The employment agreement ('arbeidsovereenkomst') is the most common agreement. The assignment agreement ('overeenkomst van opdracht'); for example, a freelance agreement, consultancy agreement or a management agreement is often used in an attempt to avoid an employment agreement coming into being. A third agreement is the contracting agreement ('aannemingsovereenkomst'). This agreement is concluded between parties if the purpose of the activities is to construct an item with a physical nature.

Essential features of the employment agreement are: the obligation to perform labour in person in return for pay, and the authority of the other party to give instructions as to how the labour is to be performed. Other agreements lack one or more of these features. The employment agreement itself is not subject to rules as to its form (oral agreements are perfectly valid, although problems as to proof may arise). However, according to Dutch labour law the employer is under the obligation to provide certain information in writing to the employee with respect to the employment agreement. This relates among others to place of work, job title, the date the employment agreement enters into force, remuneration, working hours, terms and conditions relating to holidays and the applicability of any collective labour agreement.

Furthermore, Dutch labour law takes the legal presumption of an employment agreement as a starting point if a person has performed labour every week for 3 consecutive months, with a minimum of 20 hours a month. The contracted work in any given month is presumed to amount to the average working period per month over the 3 preceding months.

Governing law

As a rule, an employment relationship is governed by the law of the country to which it is most closely connected (typically: the country where the labour is performed). As a rule, parties to an employment agreement are free to choose a different law to apply to their relationship. However, according to European legislation, the effect of any choice of law in international employment agreements is limited to the extent that the employee will not lose protection on the basis of mandatory provisions of the law of any member state which would apply if no choice of law had been made. Mandatory rules are legal provisions which cannot be contracted out. For example, many provisions of Dutch labour law regarding the termination of an employment agreement are considered to be mandatory.

The parties to an employment agreement are limited to negotiations of their own terms and conditions by both Dutch labour law and any applicable collective labour agreement, since these contain many mandatory rules on terms and conditions of employment.

Employment law regulations

Employment relationships in the Netherlands are mostly regulated by the Dutch Civil Code ('Burgerlijk Wetboek'). An important principle of the employment provisions of the Dutch Civil Code is the protection of what is known as the weakest party, i.e. the employee. Apart from the Dutch Civil Code, regulations concerning labour law can be found in several other regulations and legislative acts, such as the Works Council Act (Wet op de ondernemingsraden), Work and Care Act (Wet Arbeid en Zorg) and the Working Conditions Act (Arbowet). Furthermore, employment regulations are laid down in the Collective Labour Agreements.

As a result of the unification of Europe, Dutch regulations are increasingly influenced by European treaties and case law of the European Court of Justice. One example is the Act implementing the EU Directive on transparent and predictable working conditions. The purpose of this Act is to provide more transparency about the content of the employee's work in advance. This relates, for example, to working hours, the possibility of performing sideline activities and the possibility of

attaching restrictions to a study costs repayment scheme in the event of resignation or dismissal for culpable behaviour. The Act includes new regulations prohibiting a repayment scheme for training that is necessary to carry out the employee's role and a restriction on prohibiting sideline activities. Under this Act such activities can only be prohibited for justifiable objective reasons, such as protecting the health of staff.

Minimum wage

There is a statutory minimum wage for employees aged 21 or over. This amount applies for a full working week. The duration of a working week may differ by type of business sector and is normally between 36 and 40 hours. Since 1 January 2024 these rules have been supplemented by the Minimum Hourly Wage Act (Wet minimumuurloon), as a result of which, regardless of the number of hours that make up their working week, employees now receive the same hourly wage and, in the event of a working week longer than 36 hours, are also paid for these additional hours at this hourly rate. In addition, there is a minimum wage for employees aged between 15 and 21, the level of which varies according to age. These minimum wages are indexed and may be adjusted twice a year on 1 January and 1 July. Since 2018 there has also been a minimum wage for self-employed contractors. These are people who do not have an employment contract, but work on the basis of a specific agreement, such as the above-mentioned contracting agreement ('aannemingsovereenkomst'). The new regulation does not apply for self-employed contractors who are hired.

Collective labour agreements ('CAOs')

As mentioned above, employment agreements are also influenced by collective labour agreements ('CAOs'). Collective labour agreements are negotiated between representatives of employers and employees and are intended to provide consistent employment conditions within specific branches. Collective labour agreements can be negotiated for an entire branch or be limited to a company (also called the company Collective labour agreement). Furthermore, the Minister of Social Affairs can impose the application of a collective labour agreement on the entire industry or sector by declaring a collective labour agreement generally binding. Any provision in an individual employment agreement, which restricts the rights of the employee under an applicable collective labour agreement, is void. In such cases the provisions of the collective labour agreement prevail.

Trade unions

Although the influence of trade unions in the Netherlands is generally waning, Trade unions are still well organised in the manufacturing industry and the semi-public sector or privatised sector. The most important trade unions are the National Federation of Christian Trade Unions ('Christelijk Nationaal Vakverbond' (CNV)) and The Netherlands Trade Unions Confederation ('Federatie Nederlandse Vakbeweging' (FNV)). The main employers' association is the Confederation of Netherlands Industry and Employers (VNO-NCW).

Employment agreements

An employment agreement may be agreed for an indefinite or fixed period of time. If an employment agreement for a fixed period of time is continued, a new agreement will then be deemed to have been entered into under the same conditions and for the same period of time (subject to a maximum of 1 year) as the former employment agreement.

Parties are free to enter into consecutive employment agreements for a fixed period of time, ending by operation of law, however two restrictions (chain provision) apply:

- The aggregate duration of the consecutive employment agreements (with interruptions of not more than 6 months) may not exceed 36 months; if the aggregate duration is longer than 36 months (interruptions included), the last employment agreement shall be deemed to be an employment for an indefinite period of time.
- The number of consecutive employment agreements must be less than 4. If the number of consecutive employment agreements exceeds 3 (while there are no interruptions of more than 6 months in between the employment agreements), the fourth employment agreement will be considered to be an employment agreement for an indefinite period of time.

Under strict conditions exceptions may only be made to the Collective Labour Agreement for the new chain provision. In the Collective Labour Agreement however no more than 6 temporary contracts over a period of 4 years are permitted. The gap of 6 months is also binding for the Collective Labour Agreement.

The chain provision described above forms part of a wider revision package of the labour and dismissal law, the Balanced Labour Market Act (Wet Arbeidsmarkt in balans/WAB). The legislation also includes the introduction of limiting conditions for

so-called standby contracts.

With the introduction of the WAB it has been decided to make a considerable amendment to labour law. The WAB aims for a better balance between permanent and flexible contracts. Flexible work has become more expensive, dismissal slightly easier and as a result cheaper than before. In addition, it will be made more attractive for employers to offer employees a permanent contract at an earlier stage.

The flexible work that meets the new legal definition of 'on-call worker contract' creates specific employer's obligations, including the duty to offer an on-call worker a new employment contract each year with a fixed number of hours. The incentive for offering a permanent contract has been created by introducing a differentiation in employer's charges, where the social insurance contributions applicable for employees with a permanent contract is more favourable than for an employee without a permanent contract.

Termination of an employment agreement

With respect to termination of an employment agreement, a distinction must be made between an employment agreement for a fixed period of time and an employment agreement for an indefinite period of time. There are several ways for employment agreements to terminate.

Probation period

Parties can agree upon a probation period. However, it should be noted that a probation period is subject to strict rules. It is not permitted to include a probation period in temporary employment contracts of a maximum of 6 months. This also applies for a subsequent contract unless the content of the contract differs in essence from the old contract. In a Collective Labour Agreement, different rules may apply for probation periods for temporary employment contracts.

Also under the rules a probation period for maximum 2 months can only be concluded if parties have agreed upon an employ-ment contract for a fixed period of at least 2 years, or in case of an employment contract for an indefinite period of time. An employment contract for the limited period exceeding 6 months but less than 2 years and an employment contract for a specific project, where a termination date is not indicated, may only contain a probation period of 1 month.

For temporary contracts with a term of at least 6 months a notice period has been introduced. At least 1 month before the expiry of the agreement term the employee must be informed of an extension or termination of the employment contract. Upon extension the employer is obliged to indicate the extension conditions. In the absence of this the employment contract is deemed to have been extended for the same period and conditions but for a maximum period of 1 year. In the absence of the notice obligation the employee is entitled to compensation of 1 gross all-in monthly salary or in case of late notification a pro rata part of the monthly salary.

During the probation period both the employer and the employee can terminate the employment contract directly at any time. In order to be valid, the probation period has to be expressly agreed upon by parties in writing. Any deviation from the aforementioned rules will result in a void probation period.

Lapse of the agreed period

An employment agreement for a fixed period of time will terminate by operation of law at the end of the agreed period of time without formalities.

Summary dismissal

The employment agreement can be terminated for urgent cause; for instance, if the employee has committed a serious crime, such as, but not limited to, theft, fraud, etc. Before a summary dismissal can be given, all circumstances must be taken into consideration. Dismissal must be given without delay, only the time necessary for an investigation into the facts is usually allowed. The grounds for the dismissal must be conveyed to the employee at the moment of dismissal. The employment ends immediately, without notice, and the employee is not entitled to compensation. Usually, payment of unemployment benefits is denied. The courts do not easily accept that sufficient grounds are present to deem a summary dismissal valid. Before deciding on a summary dismissal, therefore always consult a legal advisor.

The employee may challenge the dismissal itself within 2 months, stating that he is still employed and is thus entitled to pay. Alternatively, the employee may acquiesce in the termination of the employment, but claim damages for reasons that the grounds for the dismissal were not valid. As a risk containment measure, it is advisable to file for dissolution of the employment (see below).

As regards the grounds for dismissal the WAB introduced aims to simplify the dismissal

procedure. The employer can now also combine several grounds for dismissal and in this way (before the court) provide one valid reason for dismissal.

Death of the employee

The employment agreement will terminate by operation of law in case of death of the employee: the family of the employee is entitled to be paid approximately 1 month's gross salary.

Mutual consent

The employment agreement can be terminated by mutual consent; the entitlement to unemployment benefits still exists unless the employee him/herself has taken the initiative for termination or he/she has acted in such a way that there is an urgent cause for summary dismissal. From the time of agreement the employee has a statutory cooling off period of 2 weeks. This period is extended to 3 weeks if the employer fails to include the statutory cooling off period in the agreement.

Dismissal procedure

The dismissal procedure is subject to a clearly defined process: dismissal for economic reasons and dismissal in case of long-term sickness will be via the UWV and dismissal for all other reasons, such as personal reasons, is reviewed by the district court. In all cases the employee has the right to a statutory transitional allowance.

All employees have the right to a transitional allowance if the employment contract ends on the initiative of the employer. This also applies for notice of termination during the probation period discussed above. The amount of the transitional allowance will be calculated based on the actual number of days that the employment contract has lasted. The formula for the calculation is equal to A x B, where A stands for the duration of the employment (in days) and B for 1/3 of the gross monthly salary. The gross monthly salary includes gross hourly pay, plus holiday allowance (8%) and other fixed wage components multiplied by the contractual duration of employment per month. The allowance is payable from the 1st day of employment. For the transitional allowance in 2026 a statutory maximum of € 102,000 applies. For an annual salary of over € 102,000, the maximum transitional allowance is the relevant annual salary, irrespective of the result of the above calculation formula. In the event of dismissal after two years of long-term sickness or incapacity for work, it has been possible up to now for the employer to claim back the transitional allowance from the UWV (Labour Office). From 1 July 2026, this will only be possible for employers with 25 or fewer employees.

Notice

The employer, who wishes to terminate an employment agreement for an indefinite period of time, can give notice to the employee observing the notice period – employment agreements for a fixed period of time can only end by giving notice if this possibility is explicitly stated in the employment agreement. However, in order to do so, the employer must first obtain approval of the UWV (labour office) before serving the notice of termination, stating the reason(s) for the intended termination. The UWV approval procedure will usually take about 2 months provided that the reasons for termination are clear.

After having obtained such approval to terminate the employment agreement, the notice period may be shortened by 1 month. The statutory notice period that has to be observed may vary from 1-4 months, depending of the duration of the employment. An employee whose employment has been properly terminated (i.e. after consent of the UWV and with due observance of the applicable notice period) may nevertheless claim damages on the grounds that he has been unreasonably dismissed (comparable to 'unfair dismissal'). There is no general rule for the calculation of such damages.

Sham Employment Arrangements Act (Wet aanpak schijnconstructies)

To combat exploitation, underpayment of personnel and unfair competition on the labour market the Sham Employment Arrangements Act (WAS) provides for various measures. One of the measures concerns the supply chain liability for clients to make the correct payment of the agreed wage. This is the case for the hiring of personnel from another employer or in the performance of work by an employee of another employer based on an assignment agreement or contracting agreement. If the latter employee does not receive the (full) wage from his formal employer, this employee must make a claim against his employer and in the absence of (full) payment this employee has the option of then holding the client jointly and severally liable. The court rules on the joint and several liability of the client. In practice, by assessing contractors for reliability a liability risk may be reduced or avoided.

Another obligation for employers is that they must as a minimum transfer the net legal minimum wage to the employee by bank giro. The net legal minimum wage is equal to the gross legal minimum wage (see above) less the compulsory and permitted deductions, such as pension contributions and wage tax payments. The excess

may however be paid in cash. An additional prohibition on deductions and offsets (e.g. for a traffic penalty or damages charged to the employee) applies for the minimum wage or the payment of part of the minimum wage as reimbursement of expenses. An exception to the ban on deductions and offsets has been introduced. Under certain conditions the ban does not apply to the costs of accommodation and healthcare insurance.

Working conditions

By comparison with international worker protection standards, the Dutch regulations are of a high standard. In view of an action plan of the Dutch Government (Simplifying Social Affairs and Employment Regulation), it is expected that these regulations will be simplified to bring them more in line with the international worker protection standards and to strengthen the position of the Netherlands on the international labour market.

Under Dutch law, the employer is responsible for organising work in such a way that it protects the safety, health and well-being of the employees in accordance with a statutory set of standards and criteria. In principle, all employers are highly recommended to avail themselves of the professional assistance of a certified occupational health service ('Arbodienst') in respect of the implementation of a significant part of the applicable health and safety measures (for example the occupational health medical examination). Under certain circumstances, the employer's own employees may provide this assistance, providing that they are certified to this end.

Foreign Nationals (Employment) Act (Wet arbeid vreemdelingen)

Workers from the European Union, EEA countries (Norway, Iceland and Liechtenstein) and Switzerland do not need special permits to work in the Netherlands. As of 1 July 2018 employees from Croatia can be employed in the Netherlands without the requirement for a work permit. To work legally in the Netherlands, depending on their work situation non-qualifying nationals, however, do need either a work permit (TWV) or a combined permit for residence and work (GVVA).

Under the Foreign Nationals (Employment) Act the employer applies for the residence permit. There are different types of permits, including for regular employment, as a highly skilled migrant, holder of a European Blue Card, lecturer, (guest) lecturer, trainee doctor or scientific researcher. If several permits are possible, the employer must make a choice. For the highly skilled with no employer a permit for a search year is possible. This residence permit gives the right to find an appointment as a highly skilled migrant within one year.

When applying for the permit, the employer acts as sponsor. The sponsor is responsible for the employee complying with the conditions. A permit for regular employment can be applied for by any employer with a branch or commercial agent in the Netherlands. Registration of the employer with the Chamber of Commerce is required.

To be admitted as a highly skilled migrant, income requirements are laid down. The employer making the application for a highly skilled migrant must be a sponsor authorised by the IND (Immigration and Naturalisation Service of the Ministry of Security and Justice). Authorisation is carried out by the IND. The authorisation as a sponsor is in a number of cases a condition for the application for the residence permit. With effect from 1 January 2026, stricter compliance requirements apply to the authorised employer/sponsor, who must retain proof of the salary that the employee has received. Income requirements also apply for holders of a European Blue Card (i.e. a European work and residence permit for highly educated non-EU employees).

Employees with a European Blue Card are employees who carry out highly qualified work within the European Union and meet the salary and training requirement. For scientific researchers, admission to the Dutch labour market is regulated by EU Directive 2005/71/EC. Since Brexit the rules applying to British citizens have also changed. British citizens who were already living in the Netherlands before 2021 can continue to live and work in the Netherlands on the condition that they hold a residence permit. If they arrived in the Netherlands later than this, the rules for nationals of non-EU/EEA countries apply.

The UWV is obliged every year to check a job taken by a foreign employee (from outside the European Union, EEA countries or Switzerland) against the labour market status. The recruitment efforts of employers who wish to recruit or continue to employ foreign workers required by law issue no more than an employment permit for a maximum of one year. After five years labour migrants gain free access to the Dutch labour market. After that a permit may be refused if an employer has in the past been sentenced for infringing labour legislation. The government considers it necessary to make the Foreign National Employment Act more flexible and future-resistant and at the same time

to strengthen the position of employees. A proposal to amend the law is expected in the near future.

Workers from the European Union, EEA countries (Norway, Iceland and Liechtenstein) and Switzerland do not need special permits to work in the Netherlands. As of 1 July 2018 employees from Croatia can be employed in the Netherlands without the requirement for a work permit. To work legally in the Netherlands, depending on their work situation non-qualifying nationals, however, do need either a work permit (TWV) or a combined permit for residence and work (GVVA).

10. Useful addresses

Rijksdienst voor Ondernemend Nederland (most important subsidy agency in the Netherlands)
P.O. Box 93144 NL-2509 AC Den Haag
www.rvo.nl or phone +31 70 379 80 00

Belastingdienst/kantoor Buitenland (Foreign office of the Department of Inland Revenues)
P.O. Box 2865 NL-6401 DJ Heerlen
www.belastingdienst.nl or phone +31 555 385 385

Benelux-Bureau voor de Intellectuele Eigendom (Benelux Office for Intellectual Property)
P.O. Box 90404 NL-2509 LK Den Haag
www.boip.int or phone +31 70 349 12 42

CNV (National Federation of Christian Trade Unions the Netherlands)
P.O. Box 2525 NL-3500 GM Utrecht
www.cnv.nl or phone +31 30 751 10 01

CPB (Netherlands Bureau for Economic Policy Analysis)
P.O. Box 80510 NL- 2508 GM Den Haag
www.cpb.nl or phone +31 88 984 60 00

Douane (Customs and Excise Department)
P.O. Box 3070 NL-6401 DN Heerlen
www.douane.nl or phone +31 55 538 53 89

European Patent Office (EPO)
P.O. Box 5818 NL-2280 HV Rijswijk
www.epo.org or phone 00 800 80 20 20 20

FNV (The Netherlands Trade Union Confederation)
P.O. Box 9208 NL-3506 GE Utrecht
www.fnv.nl or phone +31 88 368 0 368

IND (Immigratie- en Naturalisatiedienst) (Immigration and Naturalisation Service)
P.O. Box 17 NL-9560 AA Ter Apel
www.ind.nl or phone +31 88 043 04 30

Kamer van Koophandel Nederland (Chamber of Commerce)
P.O. Box 48 NL-3500 AA Utrecht
www.kvk.nl or phone +31 88 585 15 85

Ministerie van Binnenlandse Zaken en Koninkrijksrelaties (Ministry of the Interior and Kingdom Relations)
P.O. Box 20011 NL-2500 EA Den Haag
www.government.nl/ministries/ministry-of-the-interior-and-kingdom-relations or phone +31 70 426 64 26

Ministerie van Buitenlandse Zaken en Klimaat (Ministry of Foreign Affairs and Climate)
P.O. Box 20061 NL-2500 EB Den Haag
www.government.nl/ministries/ministry-of-foreign-affairs-and-climate or phone +31 70 348 64 86

Ministerie van Economische Zaken en Klimaat (Ministry of Economic Affairs and Climate)
P.O. Box 20401 NL-2500 EK Den Haag
www.government.nl/ministries/ministry-of-economic-affairs-and-climate or phone +31 70 379 89 11

Ministerie van Financiën (Ministry of Finance)
P.O. Box 20201 NL-2500 EE Den Haag
www.government.nl/ministries/ministry-of-finance or phone +31 88 442 80 00

Ministerie van Sociale Zaken en Werkgelegenheid (Ministry of Social Affairs and Employment)
P.O. Box 90801 NL-2509 LV Den Haag
www.government.nl/ministries/ministry-of-social-affairs-and-employment or phone +31 70 333 44 44

MKB-Nederland (Dutch agency for Small and Medium-size Enterprises or SMEs)
P.O. Box 93002 NL-2509 AA Den Haag
www.mkb.nl or phone +31 70 349 03 49

Netherlands Foreign Investment Agency (NFIA)
P.O. Box 93144 NL-2509 AC Den Haag
www.investinholland.com or phone +31 88 042 11 42

ACM (Autoriteit Consument en Markt) (Authority for Consumers & Markets)
P.O. Box 16326 NL-2500 BH Den Haag
www.acm.nl or phone +31 70 7222 000

UWV (Employee Insurance Schemes Implementing Body)
P.O. Box 57002 NL-1040 CC Amsterdam
www.uwv.nl or phone +31 88 898 20 01

SRA (Umbrella body for accountants)
Rijnzathe 14, 3454 PV Utrecht
www.sra.nl or phone +31 30 656 60 60

11. Conclusion

Doing Business in the Netherlands is a practical guide to help you to deal effectively and efficiently with the most important issues that you might face upon your arrival in the Netherlands. Obviously the information contained in this manual is not exhaustive. In many instances, only the main points are mentioned due to lack of space, as a result of which you may still need to consult a specialist. Your SRA consultant will be able to advise you; so, please do not hesitate to contact your consultant for more detailed information.

Colophon

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