United Kingdom - Tax Guide

Employee Share Purchase Plan

1. Introduction

The following is a summary of the tax treatment of an award made to you by Seagate Technology Holdings PLC under the Employee Share Purchase Plan (the "Plan"). This summary assumes that you have been resident in the United Kingdom during the lifecycle of the award.

The tax treatment as explained herein is intended as a guide only. It is limited to a general description of the national tax laws, and is not intended to address city, regional, or other local tax laws that may be applicable to you. It may not apply to your particular tax or financial situation, and we are not in a position to assure you of any particular tax result. Therefore, we recommend that you consult with your own independent tax advisor regularly to determine the consequences of taking or not taking any action concerning your shares, and to determine how the tax or other laws in the United Kingdom apply to your specific situation. This information was last reviewed in October, 2025.

2. Overview

Award	• It allows you to purchase Seagate Technology Holdings PLC shares at a discount. • You are **not subject to taxation on equity** at this point.
Purchase	• You will **be subject to tax** at this point. • The taxable amount is calculated based upon the market value of the shares at the date of purchase less the price paid for the shares. • **Seagate Technology Holdings PLC is responsible for reporting the income.** • You are also **responsible for reporting the income.**
Sale	• The date you sell Seagate Technology Holdings PLC shares. • This event may generate additional income known as Capital Gain (CG), or a loss. • Generally speaking, Capital Gain is the growth in value from purchase to sale. • If there is a **Capital Gain** on the sale of shares, tax is due in the tax year of sale. • You are responsible for calculating the tax and reporting this capital gain.

3. Tax Treatment

	Award	Purchase	Sale
Action required	No action required.	Pay any taxes due.	Pay any taxes due.

		Report the income on tax return.	Report the income on tax return.
Income tax / Capital gains tax	No	Income tax payable at rates up to 45%.	Capital gains tax payable at rates up to 24%.
Employee social tax	No	Yes **National Insurance Contributions:** Rate up to 8% capped at earnings of GBP 967 of income per week. Uncapped flat rate of 2% thereafter.	No
Employer's social tax	No	Yes **National Insurance Contributions :** Uncapped flat rate payment of 15% after GBP 5,000 of income per year.	No
Income tax withholding	No	Yes	No
Employee social tax withholding	No	Yes	No
Employee tax reporting	No	Yes	Yes
Employer tax reporting	No	Yes	No
Tax return deadline	By October 31 of the following tax year, (January 31 if electronically filed)		
What documents do I need for my taxes	N/A	N/A	N/A
Foreign asset reporting	While there are no specific foreign asset reporting obligations, residents of the United Kingdom may need to report any assets held outside the United Kingdom, including any shares acquired under an employee share plan, in their annual tax return.		

Income tax - The rates set out in this guide are marginal rates. In the event that you are required to pay income tax on the value of your award, the amount of income tax you pay will depend on your marginal tax rate. Generally, the more you earn, the higher your marginal income tax rate.

4. Will I pay tax when I am granted an award under the ESPP?

You will not have to pay any tax when you are granted a right to acquire shares under the ESPP.

5. Will I pay tax when I receive my shares?

Income Taxes

When the shares are purchased, you will be required to pay income tax on the difference between the purchase price and the market value of the shares at that time at rates of up to 45%.

Social Taxes

National Insurance Contributions: For earnings up to GBP 967 per week, you will be required to pay social taxes on the difference between the purchase price and the market value of the shares on purchase at a rate up to 8%. You will also be subject to an additional uncapped payment of 2% thereafter.

Payment Method

Seagate Technology Holdings PLC will deduct and withhold tax on your behalf.

Any variance between the amount of tax withheld and your actual tax liability will be your responsibility.

6. How will any benefits under the ESPP be reported?

You will need to report:

- Any income tax due on purchase of the shares to the tax authorities in the annual tax return, due by October 31 (January 31 if electronically filed).
  Generally, you will not need to report any additional information on the tax return or complete the additional information pages, where all tax due has been accounted for under the PAYE regime and the correct income is reported (by your employer) on your Form P60.
- Any capital gains tax due on the sale of shares to the tax authorities in the annual tax return, due by October 31 (January 31 if electronically filed).

7. Will I have to pay any tax on any dividends paid on the shares?

A dividend is a right to participate in the company's profits, at the discretion of the board of directors.

Any dividends you receive will be taxed at rates up to 39.35%.

There is a tax free annual allowance of GBP 500 for dividends received during the 2025/2026 tax year.

Employees with gross dividend income exceeding GBP 500 for the 2025/26 tax year are required to report their gross dividend income in their Self-Assessment tax return (unless the employee has asked HMRC to change their tax code so that any income tax due on their dividend income is deducted by their employer under the PAYE system and the dividend income does not exceed GBP 10,000 for the relevant tax year).

8. Will I pay any tax when I sell my shares?

As the calculation of capital gains can be complex and may be subject to certain exemptions, we recommend that you consult your personal financial/tax advisor.

If the sale price of your shares is higher than their cost basis (broadly, the cost basis is equal to the fair market value of the shares at the time of purchase), the difference will be taxable as a capital gain, at a rate up to 24%. If the sale price is lower than the cost basis of the shares, you may realize a capital loss.

There is an annual exemption of up to GBP 3,000 per year from capital gains taxation.

The tax rate on capital gains depends on the size of the gain and the individual's income. Therefore, not taking into account any available annual exemption, if an employee is:

- a basic rate taxpayer (income up to GBP 37,700), he or she will generally pay capital gains tax at a flat rate of 18%;
- a higher or additional rate taxpayer (income above GBP 37,700), capital gains tax will generally be payable at a flat rate of 24%.

When you sell your shares, the local company will not withhold any taxes on the gains. You should report any gain or loss arising in your tax return for the tax year in which the sale took place.

9. Additional Information

Scottish Income Tax 2025/2026

The rates for Scotland are set separately from the rates in the UK, and for the 2025/2026 year, are as follows:

Salary bands in GBP	Tax Rates
• 0 - 12,570	0%
• 12,571 - 15,397	19%
• 15,397 - 27,491	20%
• 27,491 - 43,662	21%
• 43,662 - 75,000	42%
• 75,000 - 125,140	45%
• Above 125,140	48%

Please note the bands set out above assume that the taxpayer receives a standard UK personal allowance of GBP 12,570 for the 2025/2026 tax year.

Insufficient Withholding (PAYE)

If an employee is aware that there has been insufficient withholding or is provided with a tax return from HMRC, he or she will be obligated to report the taxable amount on a personal tax return, which would need to be filed by October 31 after the end of the tax year if filing a paper return, or by the following January 31 if filed electronically.

Alternatively, the employer can deal with the outstanding amount through the PAYE regime. Insufficient withholding can trigger a charge (according to section 222 of the Income Tax (Earnings and Pensions) Act 2003) for the employer.

Additionally, the company is required to file a Form P11D where PAYE income tax due on share option gains is not recovered within 90 days (under section 222 ITEPA).

Specific advice from an independent tax or legal advisor is recommended where there has been insufficient withholding.

Terminated Employees

Please note that the 'HMRC 0T Tax Code' will generally apply to awards held by terminated employees.

10. Sample tax calculation

This illustrative example assumes the following:

- Purchase price of USD 70.
- An income tax rate of 45%.
- Social taxes of 2%.
- Capital Gains Tax of 24%.
- This example does not take into account any annual Capital Gains Tax (CGT) exemptions which may be available.
- This illustration does not take into account any capped social tax amount.
- Tax calculation is based on the currency in which the shares are traded and any subsequent currency conversion has not been applied.

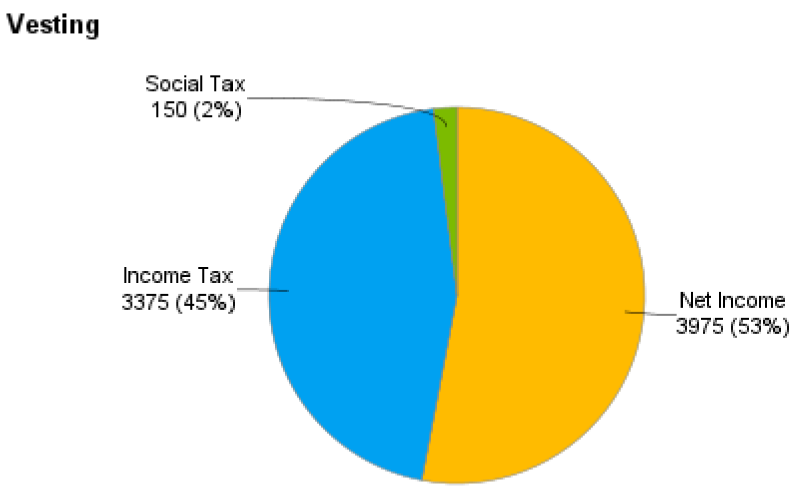
Tax implications

Award

No taxes due.

Purchase

Number of Shares Purchased	100
Purchase Price	USD 70
Fair Market Value (FMV) of the shares on Purchase	USD 80
Taxable Income (100 x USD 80) - (100 x USD 70)	**USD 1,000**
Social Tax Withheld (USD 1,000 x 2%)	USD 20
Income Tax Withheld (USD 1,000 x 45%)	USD 450
Total Tax Withheld (USD 450 + USD 20)	**USD 470**
Net Income (USD 1,000 - USD 470)	**USD 530**

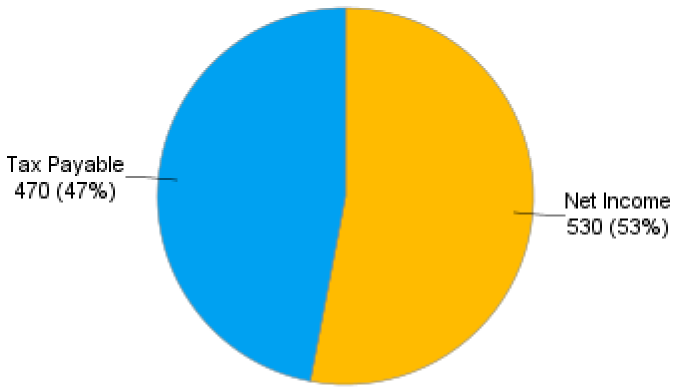


Sale

Number of shares sold	100
Fair Market Value (FMV) of the shares on sale	USD 85
Sale Proceeds (100 x USD 85)	USD 8,500
Less: Acquisition Costs	
Amount previously taxed	**USD 8,000**
Capital Gain	USD 500
Tax Payable (USD 500 x 24%)	**USD 120**
Net Income (USD 500 - USD 120)	**USD 380**

** Please note you may be able to benefit from an annual capital gains exemption of GBP 3,000 for the 2025/2026 tax year.*

Sale



** Please note the above is for information purposes only. Transaction fees may also apply and are not included.*
