TEMPO

MICROSOFT EMPLOYEE BENEFITS · 2026

How to Build Wealth at Microsoft in 2026

A Practical Guide for Stock-Eligible Microsoft Employees

Prepared by Tempo Wealth

Building Wealth at Microsoft

Your role at Microsoft requires diligence and deep understanding. The same can be said of managing your total compensation.

At Microsoft, a large share of senior pay arrives as stock awards paid out quarterly. The Employee Stock Purchase Plan (ESPP) adds shares every quarter, and leaders at level 67 and above can also defer salary and bonus through the Deferred Compensation Plan.

Underneath sit a 401(k) with a 50% match and room for after-tax savings, a Health Savings Account option and company-paid insurance.

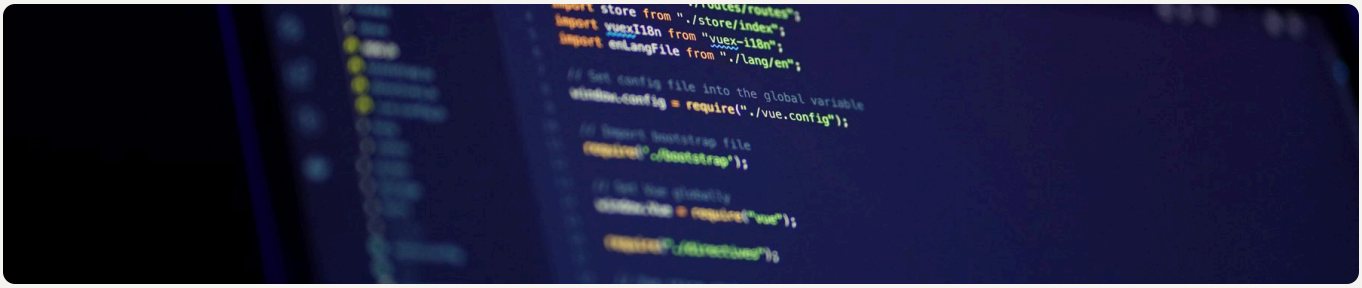
This guide starts with your stock: how it vests, how it's taxed and what happens to it when you leave. It then covers deferred compensation, the 401(k), managing a concentrated position and Washington's tax rules.

As you read through this guide, ask yourself:

- What are my financial goals?
- Am I using Microsoft's benefits to their full potential to help me get there?

The team at Tempo Wealth helps Microsoft employees turn their equity and benefits into a comprehensive financial plan. This guide will break down how Microsoft benefits work and strategies for getting the most out of them – whether you're dreaming of retirement, a new home, or a legacy for your family.

Note: the material below draws on Microsoft's public SEC filings, its 2026 benefits materials and Summary Plan Description, and the 2026 IRS figures. Your own award agreements and plan documents control, and awards that came from an acquired company may have different terms from the ones described here.



Microsoft Stock Awards

Microsoft's stock awards are Restricted Stock Units (RSUs), a promise of shares that you earn by staying employed. The annual award is granted each August 31. The number of shares is the award's dollar value divided by Microsoft's closing price on the last business day of August.

Award	When it's granted	How it vests
Annual stock award	August 31 each year	Generally over four or five years, a portion at each vest date, if you're still employed
On-hire award	When you join	On its own schedule, set in your award agreement
Executive officer and senior executive awards	By the Compensation Committee	RSUs generally vest ratably over four years; performance stock units over a three-year performance period

Awards generally follow these schedules. Your award agreement controls.

Because a new award arrives every year and each one vests over four or five years, several grants can be vesting at the same time. Your vest confirmations show which grant each delivery comes from.

How RSUs are taxed

When RSUs settle in shares at vest, the value of all shares settled, including any withheld to cover tax, is generally wage income reported on your W-2. That value becomes your cost basis. If you sell later, the difference is a capital gain or loss, short-term if you hold the shares for one year or less and long-term after that.

Stock Awards: Withholding and an Example

Withholding

Microsoft's standard method is to hold back enough of the vesting shares to cover the tax, at statutory or other rates, including maximum rates. If less is withheld than you owe, you pay the difference.

Federal rules allow a flat 22% withholding rate when the requirements are met, and require 37% on supplemental wages above $1,000,000 for the year. Your withholding may fall short of the tax you owe, so extra withholding or estimated payments may be needed during the year.

The 22% rate may be lower than your actual rate. When it is, the shortfall can call for extra withholding or estimated tax payments during the year, not only a balance due at filing. If your stock plan account lets you choose a higher withholding rate for vests, compare that rate with your expected bracket.

Questions to ask:

- What rate was withheld on my last vest, and what is my actual rate likely to be this year?
- When shares vest, do I hold or sell, and how does that fit with how much Microsoft I already own?

The Microsoft RSU calculator at tempowealth.com/specializations/microsoft compares modeled withholding with estimated tax at a rate you choose.



Hypothetical Example: Withholding on a Vest

Maya, 46, is a hypothetical Microsoft director with 400 shares vesting when the share price is $530. The vest adds $212,000 of wage income. If Microsoft withholds federal tax at 22%, it holds back $46,640.

If the income falls in the 35% bracket, the federal tax on it is about $74,200, a difference of $27,560. This illustration uses one flat rate and ignores Social Security and Medicare tax and other income; her actual result depends on her full tax picture.

Leaving Microsoft: The 55 and 15 Rule

When you leave Microsoft, unvested stock awards normally end that day. The retirement provision in Microsoft's award agreements is the main exception. If your agreement includes it, you're treated as still employed through the vesting schedule when you retire at 65, or at 55 with 15 years of continuous service, while working for Microsoft in the U.S.

Condition	What it means
Age and service	65, or 55 with 15 years of continuous service. Service counts from your most recent hire date, and service at a company Microsoft acquired counts too.
Hire date	The policy covers employees hired before August 1, 2023.
Which awards	Awards granted at the annual rewards period, at least one year before you leave. Other awards follow their own agreements.
Release and conduct	You sign a release when you leave, and there's no misconduct while employed or for a year after.

Per Microsoft's current form of award agreement and its 2026 proxy statement. Your own agreements control.

The August 31 line

Each award must be at least a year old on your last day, so leaving a few days before August 31 forfeits the previous year's whole award. Once you're past that date, that award keeps vesting too. The award granted that same August 31, if you receive one, wouldn't qualify.

Other ways to leave

If you die or become totally and permanently disabled, your outstanding awards vest in full. A severance plan may provide some continued vesting if you're covered by one. Otherwise, unvested awards end when you leave.

The 55 and 15 Rule: After You Leave

After you leave

The IRS still taxes awards that keep vesting as wages when each portion vests, and Microsoft withholds the same way. If you move to a state with an income tax while awards are still vesting, that state may tax them. The next pages cover how Washington's rules fit in.

Questions to ask:

- Was I hired before August 1, 2023, and do my award agreements include the retirement provision?
- Which of my awards would be at least a year old on the date I'm considering?
- If I move after I leave, which state could tax the awards that are still vesting?



Hypothetical Example: Choosing a Last Day

Mark, 54, joined Microsoft in 2011 and turns 55 in March 2027, with 16 years of service.

Resigning before his birthday would end every unvested award that day.

If he leaves in June 2027, his annual awards from 2025 and earlier keep vesting, but he forfeits the August 31, 2026 award because it's less than a year old. Waiting until September 2027 brings that award under the rule as well. This illustration assumes he meets the hire-date, release and conduct conditions.

The Employee Stock Purchase Plan (ESPP)

Microsoft's ESPP lets eligible employees buy shares through payroll deductions at a 10% discount, into an account at Fidelity. The plan is intended to qualify under Section 423 of the tax code. Its main terms:

Term	What the plan says
Price	90% of the closing price on the last U.S. business day of each offering period, with no lookback.
Timing	Three-month offering periods ending March 31, June 30, September 30 and December 31.
Contributions	1% to 15% of eligible pay from each paycheck, and no more than 2,000 shares in an offering period.
Withdrawal	Withdraw before the first day of a period's last month and that period's deductions are refunded.
Annual limit	$25,000 of stock in a calendar year, measured by the share price on the offering date, not by what you pay.

Hypothetical example

Suppose Microsoft closes at $530 on the last business day of a quarter. Your purchase price is $477, 90% of that price. You buy below the market price on the purchase date, and the shares can fall afterward. This illustrates the pricing formula only. It is not a projection of Microsoft's share price.

Tax

For shares bought through a qualified ESPP, the tax on a sale depends on how long you hold them. The IRS holding period is met if you don't sell until the later of one year after the shares were transferred to you or two years after the option was granted, which for an ESPP is the offering date.

Selling sooner is a disqualifying disposition. The IRS then generally taxes the discount measured at the purchase date as ordinary income, even if the shares have since fallen, and treats any remaining difference as a capital gain or loss.

The ESPP adds to the same stock your annual awards already hold. A purchase price below market does not protect you from a decline in the share price.

Questions to ask:

- How much of my pay can I direct to the ESPP and still cover my expenses and other savings?
- Will I sell ESPP shares soon after purchase or hold for the longer holding period, and what does each choice mean for risk and tax?
- How much Microsoft stock do I want to own in total?

Deferred Compensation

If you work in the U.S. at stock level 67 or above, Microsoft's Deferred Compensation Plan lets you defer up to 75% of your base salary and up to 100% of your annual bonus and delay the tax on it. Microsoft adds nothing to your account and guarantees no return.

When you elect

Microsoft generally holds enrollment in May for the next year's bonus and in November for the next year's salary. You choose the payout at the same time.

How it comes back

You can take each year's deferral as a lump sum or in annual installments over 3 to 15 years. Payments start on a month and year you choose, or the month after you leave Microsoft. A date you choose must be at least 12 months after the money would otherwise have been paid.

If you're a specified employee under the tax code, payments tied to leaving wait six months. There are no early withdrawals except for a severe financial hardship.

Changing a payout

You must make a change at least 12 months before the first scheduled payment. It doesn't take effect for 12 months, and it must push the payment back at least five years.

Your 401(k)

Your 401(k) percentage applies to the pay you receive, and deferred compensation generally isn't eligible 401(k) pay, so a large deferral can shrink your 401(k) room.

Deferred compensation payouts can bridge the years before retirement-account withdrawals. They aren't subject to the 10% early-distribution tax that can apply to IRA and 401(k) withdrawals before 59½. Other taxes still apply, and the balance remains an unsecured promise from Microsoft.

After a move, qualifying payments spread over at least ten years may be protected from tax in your former state. A shorter schedule isn't automatically taxable there. Check the plan and state rules before choosing. Washington doesn't currently have an individual income tax, so see Washington Taxes and Where You Retire before choosing.

Questions to ask:

- How much of my net worth do I want riding on a company

The Microsoft 401(k)

You can join the Microsoft Corporation Savings Plus 401(k) Plan from age 18 if you're on the U.S. payroll, and you manage it through Fidelity NetBenefits. You can save pre-tax (tax break now, pay taxes in retirement), Roth (pay taxes now, qualified withdrawals are tax-free), after-tax, or a mix. Which suits you depends on your tax rates and circumstances now and in retirement.

Microsoft matches 50% of every pre-tax and Roth dollar you contribute, up to the IRS deferral limit. For 2026, contributing the full $24,500 earns the full $12,250 match, whatever your salary. Catch-up and after-tax contributions aren't matched. You're always 100% vested, in your own contributions and in Microsoft's match.

Bonuses and the 65% ceiling

Your annual bonus counts as eligible pay, so your contribution percentage is taken from it too. Stock awards don't count. All your elections together, pre-tax, Roth, catch-up and after-tax, can't exceed 65% of the eligible pay in each paycheck. Once you reach the IRS limit, payroll stops your contributions until the next year.

For 2026, you can save up to $24,500 in pre-tax and Roth deferrals combined. If you're 50 or older, you can add a $8,000 catch-up. At ages 60 to 63, the catch-up is $11,250 instead.

For 2026, if you're eligible for catch-up contributions and your 2025 Social Security wages from Microsoft exceeded $150,000, those catch-up contributions must be Roth.

Contribution Source	Age Group	2026 Limit	Notes
Elective deferrals	Under 50	$24,500	What you contribute from salary, pre-tax and Roth combined.
Catch-up	50–59 and 64+	$8,000	Standard additional amount for those age 50 and older.
"Super" catch-up	60–63	$11,250	Higher SECURE 2.0 catch-up for this age range.

2026 IRS contribution limits (Notice 2025-67).

Microsoft stock in the plan

Since January 1, 2016, new contributions and transfers can't go into Microsoft stock in the plan. Shares bought before then can stay. If you still hold some, see Net Unrealized Appreciation.

After-Tax Savings: Microsoft's Mega Backdoor Roth

Saving above the deferral limit

Once you reach the $24,500 deferral limit, plus any catch-up, the plan lets you keep saving through after-tax contributions, up to $35,250 for 2026. Microsoft doesn't match them.

Your contribution room

For 2026, the total contributions from you and your employer can't exceed the lesser of $72,000 or 100% of your compensation. Catch-up contributions sit outside that limit. Your plan's rules and contribution testing can limit after-tax contributions further.

Converting to Roth

You can convert after-tax money to Roth inside the plan, including a daily automatic conversion of new after-tax contributions on the day they go in. While you work at Microsoft and are under 59½, you can also move after-tax money to a Roth IRA.

Converting after-tax contributions to Roth doesn't tax those contributions again, but any earnings you convert are taxable. Future Roth growth comes out tax-free in a qualified withdrawal.

Hypothetical example

Take Priya, 44, a hypothetical Microsoft senior manager who earns $220,000 and maxes the plan. She contributes $24,500, Microsoft adds the $12,250 match, and she fills the remaining $35,250 with after-tax dollars that convert to Roth each day.

Source	2026 amount
Priya's pre-tax or Roth deferrals	$24,500
Microsoft match	$12,250
After-tax contributions	$35,250
All-source limit	$72,000

Illustrative stack for an employee under 50 receiving the full match.

Where the 65% ceiling bites

Priya's own contributions total $59,750, which takes about $92,000 of salary and bonus at the 65% maximum. Her $220,000 salary clears that. It gets tighter if you try to reach the limit early in the year, or if you defer much of your salary into the Deferred Compensation Plan, since the 65% applies only to the eligible pay left in each paycheck.

Net Unrealized Appreciation

For pre-tax Microsoft stock in your 401(k), Net Unrealized Appreciation (NUA) may let the growth be taxed at long-term capital gains rates instead of ordinary income rates. New money stopped going into Microsoft stock in the plan on January 1, 2016, so NUA applies only to shares bought before then that you still hold. The plan lets you take Microsoft stock out as shares, which NUA requires.

A direct rollover to a traditional IRA defers tax. Later withdrawals of pre-tax money are taxed as ordinary income.

NUA works differently. You move the Microsoft shares into a taxable brokerage account without selling them. You pay ordinary income tax now on the cost basis (what the plan paid for the shares), not their full value.

Growth earned inside the plan is taxed at federal long-term capital gains rates of 0%, 15% or 20% when you sell, depending on taxable income. The 3.8% net investment income tax doesn't apply to that growth. Growth after distribution follows the usual stock-sale rules.

Say, hypothetically, you have $600,000 in Microsoft stock in your 401(k): $100,000 cost basis, $500,000 growth. With NUA, you pay ordinary income tax on the $100,000 now. The $500,000 gets long-term capital gains treatment when sold. Your other pre-tax plan assets can roll to an IRA and remain tax-deferred.

A low cost basis can favor NUA, but compare the tax due now with a rollover's continued tax deferral. Your tax rates and withdrawal timing affect the result.

Before age 59½, a 10% additional tax may apply to the basis. One exception covers leaving your employer in or after the calendar year you turn 55; it doesn't apply to IRA withdrawals.

For pre-tax employer stock, your full balance across your employer's qualified plans of the same type must be distributed within one tax year after a qualifying event, such as leaving the company. The shares must move in kind to a taxable account, so check the steps before starting a rollover.

Managing Microsoft Stock Concentration Risk

At Microsoft, a stock position can grow without anyone deciding to build it. Stock awards granted each August 31 vest through the year, ESPP purchases add shares every quarter, and longtime employees may still hold Microsoft stock in the 401(k). Your salary and benefits already depend on the same company, and any MSFT inside your 401(k) adds to that exposure, so a bad quarter for MSFT can reach several parts of your finances at once.

There are several ways to reduce concentration, and not all of them mean selling right away. The right mix depends on position size, tax basis, time horizon and your other goals.

Strategy	How It Works
Systematic Selling	Set a sale schedule for vesting events or permitted quarterly windows. You decide the timing in advance; the schedule doesn't remove market risk.
10b5-1 Plan	Adopt a trading plan when you hold no material non-public information, then wait through the required cooling-off period before trading begins. The plan can carry out scheduled sales during later blackouts, subject to company policy and the rule's other conditions.
Tax-Loss Harvesting	Offset gains from selling MSFT stock by realizing losses in other parts of the portfolio, reducing the net tax cost of diversification.
Donor-Advised Fund (DAF)	Contribute appreciated MSFT shares held more than one year directly to a DAF. No capital gains tax on the contribution, a potential charitable deduction if you itemize (annual floors and AGI limits apply), and grants recommended over time.

These strategies are not mutually exclusive; the right combination depends on position size, tax basis, time horizon, and liquidity needs. All of them are subject to your award agreements, Microsoft's trading policies and, for executive officers, its ban on hedging and pledging Microsoft stock.

Concentration Risk: Questions to Ask

Start by working out what share of your net worth is tied to MSFT, directly through shares and indirectly through your job and future grants. No single threshold fits everyone. It depends on your circumstances, risk tolerance, tax situation and objectives, so it's worth a deliberate conversation about how and when to reduce it. Consider:

- What percentage of my total net worth is tied to Microsoft, directly and indirectly?
- Do I have a written plan for managing my equity position, or am I accumulating without a strategy?
- Am I inside a lock-up, a blackout period, or subject to trading restrictions that limit my options right now?
- Have I explored any of the strategies in the table with an advisor?

Donor-Advised Fund Giving

If charitable giving is part of your plan, a Donor-Advised Fund can be an efficient tool, particularly when you hold appreciated Microsoft shares.

You contribute appreciated stock you've held for more than a year directly to a DAF rather than selling the shares first. The gift avoids realizing the appreciation and may qualify for a charitable deduction, subject to applicable limits. You then recommend grants to charities over time. Shares still under a lock-up or other transfer restriction may not be eligible to give.

A large vest, a big bonus year or the year you retire may make a high-income year a useful time to consider charitable giving.

Hypothetical example: You donate $50,000 of MSFT stock held over a year ($10,000 basis). Assuming you itemize, have $500,000 AGI in 2026 and make no other charitable gifts, the 0.5% floor is $2,500. That leaves a potential $47,500 deduction before other limits. You contribute the shares without realizing their $40,000 gain.

Questions to ask:

- Do I have appreciated Microsoft shares that could be contributed to a DAF this year?
- Is there a high-income year on the horizon where bunching a larger charitable contribution would make sense?
- Am I donating cash after selling appreciated shares, when giving the shares themselves would be more tax-efficient?

Tax-Loss Harvesting

Tax-loss harvesting means selling securities that have declined in value on purpose, to realize losses that can offset capital gains elsewhere in the portfolio.

For Microsoft employees who are systematically selling vested shares and ESPP stock, tax-loss harvesting in a taxable investment account can help reduce the net tax cost of that diversification. The losses from underperforming holdings offset the gains from selling MSFT stock, which can reduce what you owe at tax time.

After selling, you can reinvest in a security that isn't substantially identical to maintain market exposure. The IRS wash-sale rule can disallow a loss if you buy the same or a substantially identical security within 30 days before or after the sale. Purchases in other accounts, including an IRA or a spouse's account, can count.

Over time, a disciplined harvesting strategy may reduce taxes, particularly in volatile markets, though the benefit depends on the gains available to offset. It works best as an ongoing practice, not a one-time response to a bad quarter.

Questions to ask:

- Does my taxable portfolio have positions with sizable unrealized losses that could be harvested against gains from selling MSFT stock?
- Is my advisor reviewing this systematically throughout the year, not just in December?
- Do I understand the wash-sale rule and how it applies to securities I own in multiple accounts, including new vests, ESPP purchases and reinvested dividends?



Washington Taxes and Where You Retire

Washington doesn't currently have an individual income tax. Your salary, bonus and stock vests carry federal tax, but no state income tax, while you live and work there. That makes where you live after Microsoft part of the plan.

What Washington does tax

Washington taxes long-term capital gains, such as a gain on Microsoft shares held more than a year. The rate is 7% above an annual standard deduction ($278,000 for 2025, adjusted each year for inflation), plus an additional 2.9% on taxable gains above $1 million. Assets held in certain retirement accounts are exempt.

Washington has also enacted a 9.9% tax on adjusted gross income above $1 million, starting January 1, 2028. Check its status before you plan around it.

If you move

Most states tax their residents' income. After a move to one of them, that state may tax awards that are still vesting, Deferred Compensation Plan payments, traditional 401(k) and IRA withdrawals, Roth conversions and gains when you sell. The rules vary by state.

A Roth conversion, a large stock sale or the start of deferred comp payments can be taxed differently before and after a move, so the order of those steps can change what you owe.

Questions to ask:

- Which of my vests and payouts land before a planned move, and which land after it?
- Should I convert pre-tax savings to Roth, or sell appreciated shares, while I live in Washington?
- How would Washington's capital gains tax apply to a large sale of Microsoft stock?



Health Savings Account (HSA)

An HSA offers three federal tax benefits: deductible or tax-excluded contributions, tax-deferred growth, and tax-free withdrawals for qualified medical expenses. The account stays with you if you leave Microsoft. State tax rules can differ. HSA contributions and earnings are taxable at the state level in California and New Jersey.

If you enroll in Microsoft's Health Savings Plan, Microsoft contributes to your HSA based on your role and coverage level, in two equal installments in January and July. For example, an employee at level 59 with employee-only coverage for all of 2026 receives $1,000. The account is held at Fidelity.

The 2026 IRS limits for HSAs and High-Deductible Health Plans (HDHPs) are below.

2026 limit	Self-only	Family
HSA contributions	$4,400	$8,750
HDHP minimum deductible	$1,700	$3,400
HDHP maximum out-of-pocket expenses, excluding premiums	$8,500	$17,000

If you're eligible and age 55 or older, you can contribute an additional $1,000 to your own HSA.

2026 IRS limits per Rev. Proc. 2025-19; catch-up under IRC §223(b)(3).

You need eligible health coverage to contribute. Medicare or a general-purpose health FSA can make you ineligible, and part-year eligibility can change your contribution limit.

Microsoft's contribution counts toward the limit. If you're eligible all year, receive $1,000 from Microsoft, make no other contributions and are under 55, that leaves $3,400 with individual coverage.

You can pay current medical bills from other savings and leave the HSA invested. Keep receipts: federally tax-free withdrawals must cover qualified costs incurred after opening the HSA that weren't reimbursed or deducted elsewhere. Investments can lose value, so weigh the higher deductible against your cash needs.

Life Insurance

Microsoft pays for life insurance equal to three times your annual base pay. You can choose coverage from one to 10 times your base pay, up to $4,000,000, and buy coverage for a spouse or children. Raising your coverage by more than one times base pay at open enrollment requires a health questionnaire. Company-paid coverage above $50,000 is taxable income to you.

Company coverage is tied to base pay and capped, while much of a senior Microsoft employee's pay comes as stock. Consider whether your total coverage reflects what your household would need, and whether term insurance outside Microsoft makes sense for level premiums and portability, since coverage may be affected if you leave.

Disability Insurance

Short-term disability provides up to 26 weeks of leave for an illness or injury that isn't work-related. Long-term disability can begin after the longer of 182 days or the end of your short-term disability benefits.

For long-term disability, you choose 40%, 50% or 60% of your monthly earnings, capped at $10,000, $12,500 or $15,000 a month. If you don't choose, you get 60%. Microsoft pays the premium and reports it as taxable income to you, so benefits are generally federal tax-free. Monthly earnings are base pay plus your average bonus, commissions and overtime from the prior 12 months. Stock awards aren't included.

Take Elena, a hypothetical partner director with a $300,000 base salary and a $60,000 average bonus. Her monthly earnings are $30,000. At 60%, that would be $18,000, but the cap is $15,000, or 50% of her earnings. None of her stock income is covered.

Microsoft also offers supplemental long-term disability through MetLife during one-time enrollment windows, with premiums you pay. It's designed to replace up to 70% of base, bonus and vested stock income, minus the group benefit, up to $20,000 a month, and the policy can stay with you if you leave. Consider whether the coverage you have is enough.

Building Your Financial Team

Getting the most out of your Microsoft benefits takes more than one skill set. There's financial planning for your stock, deferred comp and 401(k). There's tax strategy, estate planning, debt management, and insurance. Typically, you'd have to find and hire each of these separately: a Financial Planner, a CPA, an Estate Planning Attorney, a Debt Specialist, and an independent P&C Advisor. Then you'd have to keep them all on the same page.

Tempo was built so you don't have to do that alone. Our team leads your financial plan, from your 401(k) and equity comp to your tax and insurance strategy. And where your situation calls for a specialist, a CPA, an estate planning attorney, or a P&C advisor, we connect you with trusted professionals from our network and keep everyone working from the same playbook. One plan, one team keeping it aligned.

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Want to Talk?

Microsoft's benefits can play a large part in building long-term wealth, but getting the most from them takes a coordinated plan. Whether you're saving for retirement, a home, or your kids' future, Tempo Wealth is here to guide you.

Curious to learn more about what it's like to work with us? Click the button below or send us an email at **info@tempowealth.com** to schedule a casual introductory conversation.

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