

Equity Incentive Plan 2025



Connecting growth and rewards

HERE's Long-Term Incentive (LTI) Program rewards and recognizes employees for their support in the company's financial success when we deliver on our commitments to our customers and investors.

The LTI Program is designed to:

- Align your actions with the interests of HERE's shareholders
- Drive sustained and superior performance relative to our peers
- Attract and retain critical talent
- Provide a competitive award opportunity in a consistent manner globally



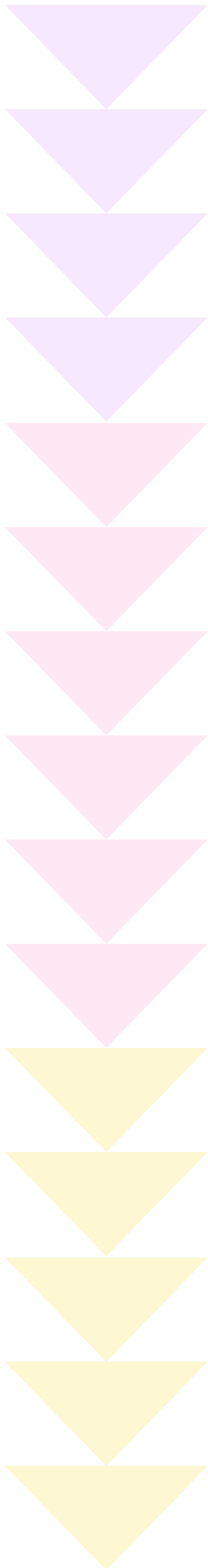
Your participation in the LTI Program provides a unique opportunity to share in the financial rewards we generate for shareholders. The LTI Program delivers highly competitive rewards to you when our efforts deliver long-term growth and increase shareholder value.

Your LTI grants have the potential to deliver a valuable portion of your total compensation. The Program delivers your grant value through:

- 100 percent in Restricted Share Units (RSUs)

As the market changes, we continually update the LTI Program to maintain a competitive edge when attracting and retaining critical talent. This brochure highlights the LTI Program grants for 2025.

Key elements



1

Restricted Share Units

You're receiving "phantom" RSUs. Since HERE is a private company and not publicly traded, the RSUs cannot be sold or bought on the open market.

2

Fair market value

The shares you're being awarded are based on HERE's current fair market value. In other words, the company was evaluated at a certain point and assigned a valuation. All values are in Euros.

3

Vesting

The RSUs will vest over three years at the rate of 1/3 per year.

4

Settlement

The transfer of cash or shares to the participant's account

International Employees	U.S. Employees	Canada Employees
You can sell or hold the vested shares.	<p>60% of shares are vested and payable to you in cash within 60 days</p> <p>The remaining 40% of shares are vested with a 2-year holding period and then payable to you in cash within 60 days.</p>	<p>Upon vesting in Year 1, 50% of shares are payable to you in cash within 60 days. The remaining 50% of shares are vested with a 2-year holding period and then payable to you in cash within 60 days.</p> <p>Upon vesting in Year 2 & 3, 100% of shares are payable in cash to you within 60 days.</p>

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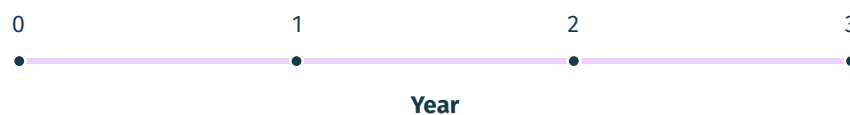
Settlement calculation

Amount of shares vesting \times FMV of each share = Total value

1/3 vests
1 year after grant

1/3 vests
2 years after grant

1/3 vests
3 years after grant



The value of Restricted Share Units (RSUs)

The value of RSUs is directly tied to the value of HERE stock. This means that the value of your restricted share units increases (decreases), as the fair market value of HERE stock rises (falls). Once the RSUs vest, you realize financial gain when you settle your shares of HERE stock, minus applicable taxes.

For example, if you receive a grant of 150 restricted share units, then 50 units will vest on the first

anniversary of your grant date, 50 units on the second anniversary, and 50 units on the third anniversary. At a fair market value increasing €10 per year in this example, the value of your shares at settlement would total €10,500, minus applicable taxes.

The fair market value of HERE shares is communicated to LTI Program participants at the beginning of each year.

Vesting example: 150 Restricted Stock Units (RSUs)

1/3 vests
1 year after grant



50 restricted share units
X €60/share FMV



€3,000 settlement value*

1/3 vests
2 years after grant



50 restricted share units
X €70/share FMV



€3,500 settlement value*

1/3 vests
3 years after grant



50 restricted share units
X €80/share FMV



€4,000 settlement value*

* minus applicable taxes

What you need to do

Please carefully review the contents of your grant materials including:

- The Award Email
- The Award Agreement
- The 2025 Equity Incentive Plan
- Country-specific 2025 Long Term Incentive Plan FAQs

The LTI webpage on HERE's Intranet provides additional information. This may include updates and amendments to the Equity Program or its administration, general taxation information.



Accepting your award

To accept the grant, you will need to activate your EquatePlus account and agree to the Award Agreement by the indicated date in your Award Email.

Taxes

In most countries, any shares you receive from HERE will be considered taxable income. Please review the Taxation section of the country-specific FAQ document for the HERE 2025 Long-Term Incentive Plan for more details. Please note that country-specific requirements may apply to your restricted share grant and the delivery of shares.



Accessing your award information

HERE provides you with LTI Program account management through Equatex. You can access information on your equity award through your EquatePlus account. You can review the status of your award, view vesting, transactions and plan information. If you have access issues or general questions, please contact EquatePlus Support.

EquatePlus Support: Lines are open 24/7

International	+800 4020 0056
Canada	1 833 599 3787
USA	1 844 662 3520



Glossary of terms

EquatePlus

The web platform used to provide participants with access to their equity grant information including transactions and plan events.

Fair Market Value (FMV)

Fair market value is the amount an asset would fetch in the marketplace. Each share will have a value equal to HERE's per share fair market value (FMV), based on the most recent valuation.

Grant

The issuance of an award of shares under an equity plan.

Grant Date

The day on which HERE's Board makes an LTI Program award.

Restricted Share Unit (RSU)

One RSU represents the right to receive, upon settlement of the RSUs, provided that the RSU has become time based vested in accordance with the Plan and the applicable Award Agreement, either (i) an amount in cash equal to the Fair Market Value ("FMV") of one share in the capital of the Company; or (ii) shares in the capital of the Company.

Settlement

Transfer of RSUs cash equivalent to the participant's bank account or issuance of shares to the participant's EquatePlus account.

Vesting

Vesting defines specific dates and number of shares you are entitled to sell or hold if you remain an employee of the Company. Review the Plan document for specific vesting information.

This brochure provides highlights of HERE's Long-Term Incentive Program, effective with 2025 grants. Please keep this brochure for reference. This brochure is based on legal plan documents. If there is any discrepancy between this brochure and the legal documents, the legal documents govern. For copies of legal plan documents, log on to LTI webpage. Nothing in this brochure says or implies that participation in the LTI Program is a guarantee of continued participation in the program or continued employment with HERE, nor is it a guarantee that the program will remain unchanged in the future. HERE reserves the right to suspend, amend or terminate the LTI Program at any time. This brochure is not intended to address the tax treatment of awards. Please consult a local, qualified tax advisor.