



Arm Holdings plc

REMUNERATION COMMITTEE CHARTER

I. PURPOSE AND AUTHORITY

The Remuneration Committee is established by the Board of Directors of Arm Holdings plc to represent and assist the Board in carrying out its responsibilities relating to the Chief Executive Officer's remuneration programs and related policies, director remuneration program and related policies, company-wide equity remuneration plans and to perform the specific duties and responsibilities listed below and any related matters required by applicable laws, rules and regulations.

The Remuneration Committee shall have the authority, in its sole discretion, to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as necessary or appropriate to perform its duties, and to determine the terms, costs and fees for such engagements. Without limitation, the committee will have sole authority to retain and terminate any remuneration consultant to be used to assist in the performance of the committee's duties, and will have sole authority to approve the terms, costs and fees for such engagements. The committee shall receive appropriate funding from the company, as determined by the committee in its capacity as a committee of the Board, for the payment of remuneration to any such advisor retained by the committee.

The Remuneration Committee shall conduct its business in accordance with this charter, Arm's Memorandum and Articles of Association and any direction by the Board. In discharging its duties and responsibilities, the committee shall have full access to any applicable books, records, or facilities of the company.

II. MEMBERSHIP

The Remuneration Committee will consist of at least two members of the Arm Board. Each member of the committee may, but is not required to, meet the independence requirements of The Nasdaq Global Select Market, the Securities Exchange Act of 1934 and the rules and regulations of the U.S. Securities and Exchange Commission. The company may avail itself of any permitted exemptions from these independence requirements. A Board member will not serve on this committee if any Executive Officer of Arm serves on the remuneration committee of an entity that employs such Board member as an Executive Officer.

Members of the Remuneration Committee shall be appointed by the Arm Board. Committee members may be removed at any time, with or without cause, by the Board. Committee members may resign at any time and may resign from the committee without resigning from the Board. The committee chairperson shall be designated by the Board, or, if it does not do so, the members of the committee shall elect a chairperson by a vote of the majority of the full committee.

III. MEETINGS

The Remuneration Committee shall meet as often as it deems necessary, but no less than annually. Formal action to be taken by the committee will be by the affirmative vote of at least a majority of the

members present at a meeting at which a quorum is present or by majority written consent. A quorum will consist of at least a majority of the members of the committee, unless there are only two members of the committee, in which case a quorum will consist of both members of the committee. Each member of the committee is entitled to one vote. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. Members may participate in meetings of the committee by means of conference call or similar communications equipment providing a means by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

The Remuneration Committee chairperson (or other member designated by the chairperson or the committee in the chairperson's absence) will preside at each meeting. The committee chairperson (or delegate), in consultation with the other members, will set the length and agenda for each meeting. The chairperson of the committee (or delegate) shall regularly report to the full Board on its proceedings and actions. The committee will maintain written minutes of its meetings. The minutes will be maintained with the books and records of the company.

The Remuneration Committee may ask any officer or employee of Arm, or the company's outside counsel, or any consultant or other advisor to the company, to attend a meeting of the committee or to meet with any members of, or consultants to, the committee. Further, the committee may ask any such officer, employee, outside counsel, consultant or advisor to provide any pertinent information to the committee or to any other person or entity designated by the committee. The committee will meet at least annually with the Chief Executive Officer and such other Executive Officers as the committee deems appropriate; provided, however, that the Chief Executive Officer may not be present during deliberations or voting regarding the Chief Executive Officer's remuneration. The committee may meet periodically in executive session without the presence of management.

IV. DUTIES AND RESPONSIBILITIES

To fulfill its responsibilities and duties, the Remuneration Committee shall:

1. Review and recommend to the Board periodically, but no less frequently than annually, the corporate and personal performance criteria, goals and objectives upon which the Chief Executive Officer's remuneration will be based, the amounts of such remuneration (including but not limited to salary, bonus, incentive remuneration, and equity awards) and whether such incentives are appropriately aligned to Arm's business performance and industry remuneration practices and trends.
2. Evaluate the annual performance of the Chief Executive Officer under previously established corporate and personal performance criteria, goals and objectives (in executive session, during which the Chief Executive Officer shall not be present) and recommend to the Board the approval of the remuneration of the Chief Executive Officer based on this evaluation.
3. Periodically, but no less frequently than annually, review the amount and structure of remuneration (including but not limited to salary, bonus, incentive remuneration, and equity awards) for the direct reports to the CEO, to ensure such remuneration is appropriately aligned to Arm's business objectives, performance, and industry remuneration practices and trends.

4. Review and recommend to the Board, the approval of the directors' remuneration report, as set out in Arm's U.K. annual report and financial statements. The directors' remuneration report shall be subject to a shareholder advisory vote at the company's annual general meeting each year.
5. Provide oversight and advice on Arm's directors' remuneration policy, including reviewing and recommending to the Board the appropriate structure and amount of remuneration for non-executive directors and the approval of the directors' remuneration report within Arm's U.K. annual report and financial statements. The directors' remuneration policy shall be subject to a binding shareholder vote at the company's annual general meeting at least every three years (or sooner in the event of a proposed change to the directors' remuneration policy).
6. Review and recommend to the Board, with respect to the Chief Executive Officer, any employment agreement, separation arrangement, change in control agreement, severance protection plan, change in control provision affecting any element of remuneration and benefits and other compensatory agreements or plans, including any supplemental retirement benefits and the perquisites provided during and after employment.
7. Make recommendations to the Board regarding the establishment and terms of Arm's incentive remuneration plans with respect to the Chief Executive Officer, and equity remuneration plans, including the shares authorized under such plans, and oversee the administration of such plans.
8. Administer and interpret Arm's equity remuneration plans, including the grant of equity awards to the Chief Executive Officer, and delegate authority to the Chief Executive Officer and their designees to approve the grant of equity awards to the Executive Officers (other than the Chief Executive Officer) and employees and the associated ongoing management of these awards.
9. Review and recommend to the Board the grant of equity awards to the Chief Executive Officer under Arm's equity remuneration plans.
10. Review and recommend to the Board stock ownership guidelines for Arm's Executive Officers and non-executive directors, if and to the extent deemed necessary or desirable.
11. Review, approve and oversee the policies and procedures in connection with any malus and clawback policy.
12. Periodically review and assess the company's overall remuneration philosophy, policies and plans in light of risk management considerations.
13. Oversee communication and engagement, in coordination with the Board, on executive remuneration matters with shareholders and their advisors.
14. Form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
15. Prior to the initial retention of any advisor to the Remuneration Committee, and annually thereafter, the committee may consider the independence of such advisor.

16. Report the activities of the committee through its chairperson to the Board.
17. Periodically review, discuss and evaluate the committee's and individual members' performance.
18. Review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.
19. Ensure that any other reporting provisions regarding disclosure of remuneration information in accordance with applicable laws and regulations are fulfilled.

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