

Management Board Remuneration Policy

1 DEFINITIONS

- 1.1 Capitalized terms used but not defined herein shall have the meaning assigned to them in the Management Board Rules.

2 GENERAL

- 2.1 The objective of the Remuneration Policy for the Management Board of the Company (the “**Remuneration Policy**”) is to provide remuneration in a manner that:

- a) qualified and expert managers can be recruited and retained as members of the Management Board;
- b) a responsible and sustainable remuneration practice is applied, in line with the general result-driven remuneration principles and practices throughout the Company;
- c) members of the Management Board are rewarded consistent with the Company's strategy, operational and financial results and delivery of value to shareholders; and
- d) base salary levels will be geared towards the median of the Dutch pay practice for comparable jobs and total cash (base salary plus annual incentive) shall be more competitive and geared towards the third quartile of the Dutch pay practice if the company's operational results are in line with, or exceed, challenging performance goals.

- 2.2 According to the Company's Articles of Association, the Supervisory Board proposes and the General Meeting of Shareholders adopts the general Remuneration Policy for the members of the Management Board. External advisers may on occasion be consulted to provide advice and information to the Supervisory Board for the development and implementation of the Remuneration Policy. In line with the Remuneration Policy as adopted by the General Meeting of Shareholders, the Supervisory Board determines the remuneration of individual members of the Management Board.

3 REMUNERATION STRUCTURE

- 3.1 The remuneration structure comprises (i) base salary, (ii) an annual incentive scheme, (iii) long-term incentives, and (iv) benefits (including pension scheme contributions). Contracts may include a severance pay clause.

The Supervisory Board evaluates the remuneration structure regularly in order to ensure that it meets the objective of the Remuneration Policy. In determining the remuneration of an individual member of the Management Board within the Remuneration Policy, the Supervisory Board will take into account factors such as the

required competencies, skills and performance of the individual concerned and the specific role and responsibilities of the relevant position.

4 BASE SALARY

- 4.1** The base salary of the members of the Management Board shall have as a reference the median of the base salary remuneration practice for comparable management positions in the market.
- 4.2** The median base salary position shall be determined on the basis of a selected peer group of comparable companies with a similar board structure or on the basis of job size within the general pay market for management board positions.
- 4.3** Base pay levels that - for example for historic reasons - are not in line with the median of the pay market, shall be brought in line with these levels in a well-considered manner.
- 4.4** Base salary levels shall be reviewed annually, taking into account developments in the pay market and other factors (including potential changes in job sizes).

5 ANNUAL INCENTIVE SCHEME

- 5.1** An annual incentive scheme shall apply to the Management Board. The incentive scheme will provide a cash payment, the level of which shall depend on the fulfilment of pre-determined criteria and annual objectives. The criteria and objectives shall be determined and reviewed by the Supervisory Board in a consistent manner.
- 5.2** The annual incentive for the CEO has an at target level of 80% of the base salary; the other members of the Management Board have an at target level of 64% of the base salary.
- 5.3** The maximum of the annual incentive is 1.5 times the at-target level.
- 5.4** The Supervisory Board shall determine the performance criteria for individual members of the Management Board. The performance criteria will be based on the Company's strategic agenda, which includes financial targets and qualitative targets. As these targets contain commercially sensitive information, the exact targets shall not be disclosed.
- 5.5** The CEO shall update the Supervisory Board on the achievement of the objectives against the individual performance criteria on a quarterly basis.
- 5.6** After the end of a financial year, the Management Board shall prepare an evaluation of the past financial year. The evaluation shall include the extent to which the individual performance criteria have been met. On the basis of this evaluation and its own investigation, the Supervisory Board shall determine the annual incentive of each of the individual members of the Management Board.

5.7 The Supervisory Board may decide to reward bonuses for exceptional individual performance.

6 LONG-TERM INCENTIVES

6.1 The Company's long-term incentives scheme is intended to:

- a) attract and retain key talent to the Company in order to safeguard its human capital which is needed to meet the business objectives;
- b) align (more closely) the interests of the members of the Management Board, with those of the shareholders through a focus on the increase in value of the TomTom N.V. shares.

6.2 TomTom N.V. operates a long-term incentives plan in the form of a stock option plan. Members of the Management Board are eligible to participate in the TomTom NV Management Board Stock Option Plan. Stock options granted under this plan are conditional to continued employment until the vesting date. The options shall vest three years after the date of granting. The options have a life of seven years from the grant date. The exercise price of the options is determined on the basis of the average of the closing prices of TomTom N.V. shares in the three days preceding the grant date.

6.3 The Supervisory Board at its sole discretion will decide if and to what extent grants of options shall be made to individual members of the Management Board, taken into account the TomTom NV Management Board Stock Option Plan. Grants shall be determined on the basis of a consistent granting policy and set as a percentage of the base salary of the members of the Management Board based on competitive market levels.

7 PENSIONS AND ADDITIONAL ARRANGEMENTS

7.1 Members of the Management Board are eligible for and can opt to participate in the Company's pension plans or receive a contribution to their respective private pension plan.

7.2 Contributions to be paid by the Company on behalf of a member of the Management Board are based on a percentage of his/her gross annual base salary, up to a maximum of 20% of his/her gross annual base salary.

7.3 Additional arrangements that may be offered by the Company to the Management Board members include expense and relocation allowance, medical insurance, death and disability insurance and company car arrangements

8 SEVERANCE PAYMENTS

8.1 In case the employment of a member of the Management Board is terminated by or on the initiative of the Company, then the Management Board member shall be entitled to a fixed amount of 50% of one year's base salary, including holiday allowance, unless

the employment is terminated for an “urgent reason” within the meaning of the articles 7:677, paragraph (1) and 7:678 of the Dutch Civil Code, in which situation the Management Board member is not entitled to any severance. A member of the Management Board will not be entitled to the severance if the employment is terminated by him/her or on his/her initiative.

9 REVISION AND CLAW BACK OF BONUSES

- 9.1** All incentive grants shall be subject to (i) the power of the Supervisory Board to revise the amount of a bonus to an appropriate amount if payment of the bonus would be unacceptable according to standards of reasonableness and fairness, and (ii) the power of the Company to claw back all or part of a bonus insofar as it has been awarded based on incorrect information about achieving the targets underlying the bonus or about the circumstances that the bonus was made subject to.