Remuneration Committee Rules

1. **DEFINITIONS**

The words and expressions used in these Rules have the following meaning:

- **the Audit Committee**: the audit committee of the Supervisory Board;
- **the Chairman**: the Chairman of the Remuneration Committee;
- **the Code**: the Dutch Corporate Governance Code dated 9 December 2003;
- **the Company**: TomTom NV, established in Amsterdam, the Netherlands;
- the General Meeting: the general meeting of shareholders of the Company;
- **the Management Board**: the management board of the Company;
- the Remuneration Committee: the remuneration committee of the Supervisory Board;
- the Remuneration Report: the remuneration report as referred to in Clause 3.6 of the rules for the Supervisory Board;
- the Rules: the rules of the Remuneration Committee as adopted on 29 November 2007;
- the Selection and Appointment Committee: the selection and appointment committee of the Supervisory Board;
- **the Supervisory Board**: the supervisory board of the Company.

2. RESPONSIBILITIES OF THE REMUNERATION COMMITTEE

- 2.1 The Remuneration Committee prepares, within its duties, the decision-making of the Supervisory Board, provided that the Supervisory Board as a whole remains collectively responsible for the performance of its task.
- 2.2 The Remuneration Committee shall in any event have the following duties:
 - drafting a proposal to the Supervisory Board for the remuneration policy to be pursued; the remuneration policy shall be adopted by the General Meeting;
 - 2.2.2 drafting a proposal for the remuneration of the individual members of the Management Board, for adoption by the Supervisory Board; such proposal shall, in any event, deal with:
 - the remuneration structure;
 - the amount of the fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components,



pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application;

- preparing the Remuneration Report.
- 2.3 The Remuneration Report shall contain an account of the manner in which the remuneration policy has been implemented in the past financial year, as well as an overview of the remuneration policy planned by the Supervisory Board for the next financial year and subsequent years.
- 2.4 The overview referred to in Clause 2.3 of these Rules shall, in any event, contain the following information:
 - a statement of the relative importance of the variable and non-variable remuneration components and an explanation of this ratio;
 - an explanation of any absolute change in the non-variable remuneration component;
 - if applicable, the composition of the group of companies (peer group) whose remuneration policy determines in part the level and composition of the remuneration of the members of the Management Board;
 - a summary and explanation of the Company's policy with regard to the term of the contracts with members of the Management Board, the applicable periods of notice and redundancy schemes and an explanation regarding the maximum remuneration in the event of involuntary dismissal;
 - a description of the performance criteria on which any right of the members of the Management Board to options, shares or other variable remuneration components is dependent;
 - an explanation of the chosen performance criteria;
 - a summary of the methods that will be applied in order to determine whether the performance criteria have been fulfilled and an explanation of the choice of these methods;
 - if performance criteria are based on a comparison with external factors, a summary should be given of the factors that will be used to make the comparison; if one of the factors relates to the performance of one or more companies (peer group) or of an index, it should be stated which companies or which index has been chosen as the yardstick for comparison;
 - a description and explanation of each proposed change to the conditions on which the members of the Management Board can acquire rights to options, shares or other variable remuneration components;



- if any right of a member of the Management Board to options, shares or other variable remuneration components is not performance-related, an explanation of why this is the case;
- current pension schemes and the related financing costs;
- agreed arrangements for the early retirement of members of the Management Board.
- 2.5 The Remuneration Committee shall ensure that the main elements of the contract of a member of the Management Board with the Company shall be made public immediately after it is concluded. These elements shall in any event include the amount of the fixed salary, the structure and amount of the variable remuneration component, any redundancy scheme, pension arrangements and performance criteria.
- 2.6 If a (former) member of the Management Board is paid special remuneration during a given financial year, an explanation of this remuneration shall be included in the Remuneration Report. The Remuneration Report shall in any event account for and explain remuneration paid or promised in the year under review to a member of the Management Board by way of severance pay.
- 2.7 In accordance with Best Practice Provision III.5.3 of the Code, the Remuneration Committee shall ensure that the Supervisory Board receives a report of its deliberations and findings.

3. COMPOSITION OF THE REMUNERATION COMMITTEE

- 3.1 The Remuneration Committee shall consist of at least 2 members.
- 3.2 Only one member of the Selection and Appointment Committee may not be independent within the meaning of the Best Practice Provision of III.2.2 of the Code.
- 3.3 No more than one member of the Remuneration Committee shall be a member of the Management Board of another listed company.

4. CHAIRMAN

- 4.1 The Remuneration Committee shall appoint a Chairman from among its members. The Chairman is not the chairman of the Supervisory Board or a former member of the Management Board, or a member of the Supervisory Board who is a member of the management board of another listed company.
- 4.2 The Chairman determines the agenda, chairs the meetings of the Remuneration Committee and actively stimulates the proper functioning of the Remuneration Committee.



4.3 The Chairman shall maintain close and frequent contact with the Supervisory Board and shall inform the Remuneration Committee regularly and accurately of these contacts.

5. **DESIGNATION**

The members of the Remuneration Committee shall be designated by the Supervisory Board from among its members.

6. MEETINGS

- 6.1 The Remuneration Committee shall meet as often as it considers necessary. In principle meetings shall be held at the offices of the Company but can also be held elsewhere.
- 6.2 Meetings are in principle convened by the Chairman.

7. AMENDMENTS

These Rules can only be amended by a resolution of the Supervisory Board to that effect. Any amendment of these Rules shall be laid down in writing.

