

Selection and Appointment Committee Rules

1. DEFINITIONS

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

- **the Chairman:** the Chairman of the Selection and Appointment Committee;
- **the Code:** the Dutch Corporate Governance Code dated 9 December 2003, including the amendments made in December 2008;
- **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 Rules:** the rules of the Selection and Appointment Committee as adopted on 29 November 2007 and amended from time to time;
- **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 SELECTION AND APPOINTMENT COMMITTEE

2.1 The Selection and Appointment 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 Selection and Appointment Committee shall in any event have the following duties:

- drawing up selection criteria and appointment procedures for members of the Management Board and members of the Supervisory Board;
- conducting performance appraisal interviews and periodically assessing the size and composition of the Supervisory Board and the Management Board, and making a proposal for a composition profile of the Supervisory Board;
- periodically assessing the functioning of individual members of the Supervisory Board and the Management Board, and reporting on this to the Supervisory Board;
- making proposals for appointments and reappointments;
- supervising the policy of the Management Board on the selection criteria and appointment procedures for senior management.

- 2.3 In accordance with Best Practice Provision III.5.3 of the Code, the Selection and Appointment Committee shall ensure that the Supervisory Board receives a report of its deliberations and findings.

3. COMPOSITION OF THE SELECTION AND APPOINTMENT COMMITTEE

- 3.1 The Selection and Appointment 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.

4. CHAIRMAN

- 4.1 The Selection and Appointment Committee shall appoint a Chairman from among its members.
- 4.2 The Chairman determines the agenda, chairs the meetings of the Selection and Appointment Committee and actively stimulates the proper functioning of the Selection and Appointment Committee.
- 4.3 The Chairman shall maintain close and frequent contact with the Supervisory Board and shall inform the Selection and Appointment Committee regularly and accurately of these contacts.

5. DESIGNATION

The members of the Selection and Appointment Committee shall be designated by the Supervisory Board from among its members.

6. MEETINGS

- 6.1 The Selection and Appointment Committee shall meet as often as it considers necessary.
- 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 shall be laid down in writing.