

# Supervisory Board Profile

## 1. GENERAL

The expressions used in this profile have the same meaning given to them in the latest version of the Supervisory Board rules as adopted by the Supervisory Board on 24 November 2009.

This profile shall be evaluated regularly and tested against the social developments and strategic changes of TomTom N.V. and, if necessary, be amended accordingly.

The role of the Supervisory Board is to supervise the conduct of management by the Management Board and the general course of affairs of TomTom N.V. and of any affiliated enterprise. The Supervisory Board shall assist the Management Board by rendering advice at the request of the Management Board and also on its own initiative. In discharging its role, the Supervisory Board shall be guided by the interests of TomTom N.V. and of any affiliated enterprise.

## 2. COMPOSITION

The Supervisory Board shall consist of three or more members. The composition of the Supervisory Board shall be such that the combination of experience, expertise and independence of its members enables the Supervisory Board to the full extent to properly carry out its duties.

This means that the Supervisory Board as a whole shall fulfil the following standards:

- spreading of specific expertise with respect to one or more aspects of the corporate policy;
- an international composition which accounts for the geographical division of the activities of TomTom N.V.;
- spreading of social experience;
- experience in the national and international business sector;
- expertise in finance and business economics;
- spreading of specific experience in the areas in which TomTom N.V. is or shall be active; and
- a diverse composition which accounts for the fair balance as referred to in Clause 3, below.

## 3. DIVERSITY

The Supervisory Board aims for a diverse composition in areas that are relevant for TomTom N.V., such as nationality, experience, expertise, background and age. Also gender is being considered when selecting a candidate for a vacancy.

The Supervisory Board shall strive for a fair balance between nationality, experience, expertise, gender, age and background of the individual members of the Supervisory Board. When nominating a candidate for appointment, however, the qualifications (such as expertise and experience) of the candidate and the specific requirements for the position to be filled shall prevail. Furthermore the Supervisory Board aims to have at least two members of the female gender at any time.

#### **4. LIMITATIONS ON THE NUMBER OF SUPERVISORY BOARD POSITIONS**

Supervisory board members may not hold more than five supervisory board positions in total at large companies or foundations, in relation to which chairmanship of a supervisory board or a one-tier board will count as two positions. Therefore before nominating a candidate for appointment the Supervisory Board will investigate whether the relevant person holds more than the permissible amount of positions.

#### **5. INDEPENDENCE**

All members of the Supervisory Board, with the exception of not more than one person, will be independent within the meaning of this profile.

A member of the Supervisory Board shall not be independent if the relevant member of the Supervisory Board or his wife, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- has been an employee or member of the Management Board (including associated companies as referred to in section 5:48 of the Financial Markets Supervision Act) in the five years prior to the appointment;
- receives personal financial compensation from TomTom N.V., or a company associated with it, other than the compensation received for the work performed as a member of the Supervisory Board and in so far as this is not in keeping with the normal course of business;
- has had an important business relationship with TomTom N.V., or a company associated with it, in the year prior to appointment. This includes the case where the member of the Supervisory Board, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to TomTom N.V. (consultant, external auditor, civil notary and lawyer) and the case where the member of the Supervisory Board is a member of the management board or an employee of any bank with which TomTom N.V. has a lasting and significant relationship;
- is a member of the management board of a company in which a member of the Management Board is a member of the supervisory board;
- holds at least ten percent of the shares in TomTom N.V. (including the shares held by natural persons or legal entities which cooperate with him under an express or tacit, oral or written agreement);

- is a member of the management board or supervisory board -or is a representative in some other way- of a legal entity which holds at least ten percent of the shares in TomTom N.V., unless such entity is a member of the same group as TomTom N.V.;
- has temporarily managed TomTom N.V. during the previous twelve months where the members of the Management Board have been absent or unable to discharge their duties.

A member of the Supervisory Board is regarded as independent if none of the aforementioned criteria are applicable to him.

## **6. NOMINATION**

When drawing up the nomination concerning the (re)appointment of one or more members of the Supervisory Board it shall be taken into account that one or more members of the Supervisory Board is/are at least experts in one or more of the following areas:

- commercial/marketing/entrepreneurship;
- financial-economical;
- research/science/technology;
- company law in the broadest possible sense;
- personnel matters and social affairs.

A member of the Supervisory Board shall not be (re)appointed if the member of the Supervisory Board concerned has already been a member of the Supervisory Board for three four-year terms.

## **7. MISCELLANEOUS**

The Supervisory Board shall be composed such that there is an excellent mutual relationship based on trust as to enable the Supervisory Board to operate as a team.

The Supervisory Board shall assess for each nomination for the (re)appointment of one or more members of the Supervisory Board whether the composition of the Supervisory Board as a whole satisfies the above profile standards.

Each member of the Supervisory Board shall sign the Rules for acceptance upon his (re)appointment.