

# Audit Committee Charter

## 1 DEFINITIONS

- **Audit Committee** means the audit committee of the Supervisory Board;
- **Chairman** means the Chairman of the Audit Committee;
- **Chief Executive Officer** means the chief executive officer of the Company;
- **Chief Financial Officer** means the chief financial officer of the Company;
- **Code** means the Dutch Corporate Governance Code dated 8 December 2016;
- **Company** means TomTom N.V., established in Amsterdam, the Netherlands;
- **General Meeting** means the general meeting of shareholders of the Company;
- **Management Board** means the management board of the Company;
- **Supervisory Board** means the supervisory board of the Company.

## 2 RESPONSIBILITIES AND COMPOSITION OF THE AUDIT COMMITTEE

### 2.1 Responsibilities

2.1.1 The Audit Committee prepares the Supervisory Board's decision making regarding the supervision of the integrity and quality of the Company's financial reporting and the effectiveness of the Company's internal risk management and control systems.

2.1.2 The Audit Committee focuses on monitoring the Management Board in matters including:

- (a) relations with the internal and external auditors, and compliance with and follow-up on their recommendations and comments;
- (b) the Company's funding;
- (c) the application of information and communication technology by the Company, including risks relating to cybersecurity; and
- (d) the Company's tax policy.

2.1.3 In addition, the Audit Committee carries out the following duties:

- (a) recommending persons for appointment as senior internal auditor; and
- (b) forming a position on how the internal audit function fulfils its responsibility.

2.1.4 The Audit Committee also carries out the following duties:

- (a) monitoring the financial reporting process and drawing up proposals to safeguard the integrity of this process;
- (b) monitoring the effectiveness of the internal control systems, the internal audit function and risk management systems with regard to the Company's financial reporting;
- (c) monitoring the statutory audit of the annual accounts and the consolidated annual accounts;
- (d) assessing and monitoring the independence of the external auditor or the audit firm, as applicable, specifically taking into account the extension of ancillary services to the Company; and
- (e) determining the selection process for the external auditor or the audit firm, as applicable to the Company and the nomination to extend the assignment to carry out the statutory audit.

## **2.2 Composition**

2.2.1 The Supervisory Board determines the size of the Audit Committee, provided that the Audit Committee consists of at least three members.

2.2.2 More than half of the members of the Audit Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.

2.2.3 The Supervisory Board appoints the Chairman from among the Audit Committee members, and a secretary. The secretary does not need to be a member of the Supervisory Board.

2.2.4 The chairman of the Supervisory Board or a former Managing Director cannot serve as Chairman. The Chairman must be independent pursuant to Best Practice provision 2.1.8 of the Code.

2.2.5 At least one member of the Audit Committee must have specific expertise in financial reporting and in the reviewing of financial reports.

## **3 MEETINGS AND DECISION-MAKING**

### **3.1 Applicability of rules governing meetings and decision making of the Supervisory Board**

3.1.1 Clause 8 and 9 of the rules of the Supervisory Board apply equally to the meetings and decision making of the Audit Committee, provided that:

- (a) meetings of the Audit Committee are attended by the Chief Financial Officer, internal auditor and the external auditor, unless the Audit Committee determines otherwise; and

- (b) the Audit Committee may decide that, and if so when, the Chief Executive Officer attends its meetings.

#### **4 REPORT TO THE SUPERVISORY BOARD**

- 4.1** The Audit Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Audit Committee were carried out in the financial year, and also reports on the composition of the Audit Committee, the number of meetings of the Audit Committee and the main items discussed at those meetings.
- 4.2** In particular, the Audit Committee reports on the results of the annual statutory audit to the Supervisory Board. This report includes information on how the audit has contributed to the integrity of the financial reporting, and also reports on the role of the Audit Committee in the audit.