

# INSIDE INFORMATION POLICY

## 1. Introduction

This policy aims to ensure that **all TomTom Employees** comply with applicable market abuse regulations in respect of Dealing in TomTom Financial Instruments (such as TomTom shares or stock options). Whenever you (consider to) Deal in TomTom Financial Instruments you must consult this policy and read it carefully. The regulations are very strict for those Employees who have Inside Information. Additional rules apply to a specific group of employees who are assigned by the Compliance Officer as so called persons discharging managerial responsibilities (PDMRs).

The capitalized terms used in this policy have the meaning set out in [clause 7](#).

You may contact the Compliance Officer for all questions concerning this policy. However, it will be you who will remain ultimately responsible for any Dealing in TomTom Financial Instruments. The Compliance Officer's advice does not reduce, in any way, your own responsibilities in this respect.

## 2. No insider dealing

The basic principle of the market abuse rules is that everyone dealing on a stock exchange should simultaneously have access to the same information. Dealing with Inside Information conflicts with this principle and is therefore forbidden.

### 2.1 Market abuse prohibitions

**You must adhere to the following general prohibitions:**

1. Do not Deal, or attempt to Deal, in TomTom Financial Instruments when you have Inside Information. A cancellation or amendment of an order concerning TomTom Financial Instruments is also considered Dealing.

2. Any transaction in relation with the TomTom employee stock option plan or management board stock option plan qualifies as Dealing in TomTom Financial Instruments. This means that this policy also applies to the acceptance and exercise of stock options. As a result, and in principle, any such Deal is prohibited if you have Inside Information (reference is made to the exceptions listed in [clause 2.3](#)).
3. Do not deal in financial instruments of other listed companies if you have learned in the course of your employment, profession or duties of inside information about the other listed company.
4. Do not disclose Inside Information to a third party, except where (i) the disclosure is made strictly as part of your regular duty or function, and (ii) the recipient of the Inside Information is under an obligation of confidentiality.
5. Do not recommend or induce anyone to engage in Dealing in TomTom Financial Instruments when you have Inside Information.
6. You must avoid any kind of entanglement/conflict of interest between TomTom's interests and your personal interests, as well as the appearance thereof at any time.
7. You must not discuss Inside Information or any other confidential business information in a private/domestic setting.
8. Do render assistance in the event of an inquiry as referred to in [clause 5.8](#).

## **2.2 No dealing if on Insider List**

**When you are an Insider, the following strict rules apply in addition to the general prohibitions for all Employees:**

1. You are prohibited to Deal in TomTom Financial Instruments during a closed period, when you have been placed on the Financial Insider List by the Compliance Officer.

A closed period is set prior to the publication of TomTom's annual/semi-annual/quarterly financial statements. Reference is made to [The Beat](#).

2. You are prohibited to Deal in TomTom Financial Instruments outside of a closed period, when you have been placed on a Project Insider List by the Compliance Officer.

The Compliance Officer will inform you in writing of your placement on an Insider List and the potential consequences for you when you fail to comply with this policy.

### 2.3 Exceptions

1. As an exception to the prohibitions of [clause 2.2](#), you are allowed:
  - (i) to accept options within the scope of the TomTom employee stock option plan or TomTom management board stock option plan, provided that a pre-planned and organised approach is followed regarding the conditions, the periodicity, the time of the award, the group of entitled persons to whom the options are granted and the amount of options to be awarded, the award or grant of options takes place under a defined framework under which any Inside Information cannot influence the award or grant of options; and
  - (ii) to exercise options assigned to you under the TomTom employee stock option plan or TomTom management board stock option plan, as well as sales of the shares acquired pursuant to such exercise, provided that all of the following conditions are met:
    - a. you notified the Compliance Officer of your choice to exercise **at least four months before the expiration date**;
    - b. your decision to exercise is irrevocable; and

- c. the Compliance Officer has authorised the exercise prior to proceed.
2. In addition, the Compliance Officer may under special circumstances grant you dispensation from the prohibitions of clause 2.2 on a case-by-case basis:
  - (i) due to the existence of exceptional circumstances (extremely urgent, unforeseen and compelling and their cause is external and you have no control over them), such as severe financial difficulty, which require the immediate sale of shares; and
  - (ii) you are able to demonstrate that the particular transaction cannot be executed at another moment in time than during the closed period if you are on a Financial Insider List or if you are on a Project Insider List.
3. To receive the dispensation referred to in clause 2.3.2 above, you should provide a reasoned written request that describes the envisaged transaction and provides an explanation of why the sale of shares is the only reasonable alternative to obtain the necessary financing. The dispensation shall be granted in writing.
4. When examining the circumstances as referred to in clause 2.3.3 above, the Compliance Officer shall take into account, among other indicators, whether and to the extent which the person concerned: (i) is at the moment of submitting its request facing a legally enforceable financial commitment or claim; (ii) has to fulfil or is in a situation entered into before the beginning of the closed period or Project Insider List that requires the payment of sum to a third party, including tax liability, and that cannot reasonably be satisfied by a financial commitment or claim by means other than immediate sale of shares.

#### **2.4 Other**

The restrictions included in clause 2.2 will continue to have effect until the date on which you have ceased to be employed by TomTom. However, in case you have Inside Information the general prohibitions as described in clause 2.1 still apply to you.

### 3. External notification obligations for PDMRs

PDMRs must follow the next steps to comply with their notification obligations:

1. TomTom's management board members, supervisory board members and other senior executives who have been assigned by the Compliance Officer as PDMR must inform the Compliance Officer of any transaction in TomTom Financial Instruments **at least two business days prior to a transaction** by completing the relevant form.
2. PDMRs must confirm to the Compliance Officer the details stated in the form **on the date of the transaction**.
3. The Compliance Officer will fulfil the notification obligations on behalf of the PDMRs to the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) ("**AFM**") **without any delay**.

The Closely Associated Persons of the PDMRs are under a statutory obligation to notify the AFM, **no later than on the third business day after the transaction date**, of any transactions executed in TomTom Financial Instruments. The PDMRs must inform these persons accordingly in writing. The PDMRs shall keep a copy of this notification and shall provide the names of all Closely Associated Persons to the Compliance Officer.

### 4. Sanctions

Upon discovery of an act or omission which violates any of the regulations of this policy, appropriate measures will be taken against the person concerned. Breach of this policy may result in disciplinary actions, up to and including dismissal. Furthermore, actions constituting a breach of the policy may result in criminal prosecution. The maximum sanctions for violation of the market abuse prohibitions as referred to in [clause 2](#) are included in [Annex A](#) to this policy.

## 5. Compliance Officer responsibilities

The Compliance Officer's responsibilities are:

1. to announce, in due time, the closed periods as referred to in clause 2.2;
2. to place Employees on an Insider List;
3. to maintain the Insider Lists and inform those persons added to an Insider List in writing of their placement on the list and the prohibitions relating to the possession of Inside Information and the sanctions imposed upon violation of those provisions;
4. to set up a list of all PDMRs and their Closely Associated Persons;
5. to prohibit Employees, if and when necessary, from Dealing in TomTom Financial Instruments;
6. to grant dispensation from the market abuse prohibitions as referred to in clause 2, to the extent permitted by law;
7. to provide, when requested, Employees with advice and information on the content and interpretation of the various regulations;
8. to register notifications, requests, decisions and other relevant documents with regard to this policy. The PDMRs will at all times remain ultimately responsible for (timely) compliance with the relevant notification obligations as referred to in clause 3;
9. to hold an inquiry, or to procure that an inquiry be held, with regard to compliance with this Inside Information Policy, and report in writing on the outcome of the inquiry to the chairman of the TomTom supervisory board, but only after he has given the person concerned the opportunity to respond to (the outcome of) the inquiry; and

10. to supervise compliance with this policy.

## 6. Other

The Compliance Officer has the right to take decisions in any circumstances not covered by this policy, provided that she does so in accordance with any applicable statutory provisions.

The provisions of this policy may be amended and/or supplemented from time to time. Amendments and supplements will enter into force from the moment that they are announced, unless the announcement specifies otherwise.

This policy is governed by Dutch law.

## 7. Definitions

The definitions used in this policy have the following meaning.

1. **Closely Associated Persons** are:

- (i) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- (ii) a dependent child, in accordance with national law;
- (iii) a relative who has shared the same household for at least one year on the date of the transaction concerned; or
- (iv) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a PD MR or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

2. **Compliance Officer** is the VP Corporate Law – Company Secretary, Mathilde Alberts, tel: +31 20 75 74 147 or +31 6 28 02 3167, E: [Mathilde.Alberts@tomtom.com](mailto:Mathilde.Alberts@tomtom.com).

3. **Deal or Dealing** means any transaction on a person's own account or for the account of a third party, directly or indirectly, relating to TomTom Financial Instruments (e.g. buying or selling TomTom shares, accepting or exercising stock options).

A cancellation or amendment of an order concerning a TomTom Financial Instrument is also considered to be a Deal.

4. **Employees** are persons employed by, or in any other relationship of authority to, TomTom or a TomTom group company, including external temporary workers.
5. **Inside Information** (*voorwetenschap*) is any information of a precise nature, including information regarding an intermediate step in a protracted process, which has not been made public, relating, directly or indirectly, to TomTom or to one or more TomTom Financial Instruments, and which, if it were made public, could have a significant effect on the price of TomTom Financial Instruments.

Whenever you are in doubt if certain information qualifies as Inside Information, please contact the Compliance Officer.

6. **Insiders** are all Employees who have or may have access to Inside Information and which are designated as such by the Compliance Officer by being placed on an Insider List.
7. **Insider List** is a list kept by the Compliance Officer which contains the details of Employees who have or may have access to Inside Information.

The Compliance Officer will set-up an Insider List with Employees who have or may have access to Inside Information (i) prior to the publication of TomTom's annual/semi-annual/quarterly financial statements ("**Financial Insider List**") and, (ii), if applicable, during a project or event which is deemed to be Inside Information ("**Project Insider List**").

8. **PDMRs** are persons discharging managerial responsibilities, which means a person within TomTom who is (i) a member of the management board, (ii) a member of the supervisory

board, and (iii) a senior executive who has been assigned by the Compliance Officer as PDMR.

9. **TomTom** means TomTom N.V.
10. **TomTom Financial Instruments** consist of (i) TomTom's ordinary shares that are traded on Euronext, (ii) stock options under the employee stock option plan and management board stock option plan, (iii) phantom shares, and (iii) any other financial instruments that relate to TomTom or whose price is determined (wholly or partly) by the price of TomTom Financial Instruments.

## **Annex A – Sanctions**

Violation of the market abuse prohibitions summarised in clause 2 of this policy constitutes a crime and an administrative offence. The maximum sanctions are outlined below.

### **Criminal sanctions**

Violation of any of the market abuse prohibitions is subject to a maximum period of imprisonment of six years, a sentence of community service or a fine.

Violation of any of the market abuse prohibitions is in principle subject to a "5th category fine". A fine of the 6th category can be imposed if (i) a legal entity has committed the violation, or (ii) the value of the relevant assets with which or in relation to which the violation has been committed exceeds one-fourth of the maximum amount of the fine.

- The fines are: 5th category: EUR 82,000 maximum and 6th category: EUR 820,000 maximum. The maximum fines are subject to indexation in accordance with the consumer price index (update every two years with effect as of the 1st of January).
- If the violation has been committed by a legal entity and a fine of the 6th category can be imposed and this is not considered an appropriate punishment, a fine of up to 10% of the legal entity's annual turnover of the previous financial year can be imposed.

Additional penalties and measures can be imposed.

### **Administrative sanctions**

In case of violation of any of market abuse prohibitions above, the AFM can impose an administrative fine. The maximum for such fine is EUR 20 million or EUR 40 million in case of recidivism, or 15% of the total consolidated annual turnover (for legal persons). By way of derogation from the above, the AFM can impose a fine of up to three times the amount of the proceeds. The AFM will in principle publish any fine imposed by it.

The AFM can issue a public warning.

The AFM can also impose an order subject to an incremental penalty (*last onder dwangsom*). The AFM will in principle publish any such order imposed by it.

The AFM may also temporarily deprive a natural person of the authority to act for his own account because of a violation of the market abuse prohibitions. The deprivation may be imposed for the duration of at most one year and may be extended once-only for at most one year.

**Other sanctions**

Violation of the market abuse prohibitions can also have company law or employment law consequences, including immediate or other termination of employment, even if no government sanctions are imposed.