

Policy regarding bilateral contacts with shareholders

INTRODUCTION

Please find below the TomTom N.V. (“**TomTom**”) policy in respect of bilateral contacts with shareholders in accordance with best practice provision IV.3.13 of the Dutch corporate governance code (the “**Code**”), as adopted by the Management Board on 27 January 2010 and approved by the Supervisory Board on 17 February 2010.

CONTACTS WITH SHAREHOLDERS

1. TomTom is committed to maintaining an open and constructive dialogue with its shareholders and potential shareholders. Conversations with shareholders, both in general meetings and on a bilateral basis, form an integral part of this dialogue.
2. TomTom will take into consideration all requests from shareholders to enter into a conversation. TomTom will agree to such requests for those situations where the Management Board and/or the Supervisory Board deem this in the Company’s interest. The initiative to enter into a conversation with a shareholder can also be taken by TomTom.
3. In order to assess whether a conversation with shareholders could be in the Company’s interest, TomTom may request shareholders to provide certain (written) information. This information can include the goal of the conversation, the matters to be discussed, the opinion of the shareholders on these matters and information in respect of the shareholder and its interest in the Company.
4. TomTom adheres to all legal obligations relating to price sensitive information and equal treatment of shareholders and only discusses publicly known information in one-on-one meetings.
5. Our policy is that, where possible, at each conversation with shareholders at least two TomTom representatives should be present. In most cases the Chief Executive Officer and/or the Chief Financial Officer, accompanied by the investor relations manager, will speak with shareholders.
6. A request by a shareholder to meet with one or more members of TomTom’s Supervisory Board (whether or not in the presence of members of the Management Board), shall be assessed by the Supervisory Board in consultation with the Chief Executive Officer.
7. Bilateral meetings with (potential) shareholders will not be held during ‘closed periods’, which normally run from the end of a quarter until the publication date of the quarterly results.

GENERAL PROVISIONS

8. TomTom is dedicated to providing high quality and timely information to all shareholders. Information for shareholders will be made available on our website investors.tomtom.com.
9. The Management Board is authorised to adopt and amend this policy, subject to approval of the Supervisory Board. The Management Board, with the approval of the (chairman of the) Supervisory Board, and the Supervisory Board retain their right to deviate from this policy.