

REMUNERATION COMMITTEE CHARTER

1 Definitions

Capitalized terms used but not defined herein shall have the meaning assigned to them in the Supervisory Board Rules.

2 Responsibilities and composition of the Remuneration Committee

2.1 Responsibilities

2.1.1 The Remuneration Committee prepares the Supervisory Board's decision making regarding the determination of the remuneration of individual Management Board members, including severance payments.

2.1.2 The Remuneration Committee submits a proposal to the Supervisory Board concerning the remuneration of Management Board members. The proposal is drawn up according to the remuneration policy that has been established and in any event covers:

- (a) an explanation of how the remuneration policy contributes to the business strategy, long-term interests, and sustainability of the company;
- (b) a description of the different components of the fixed and variable remuneration, stating their relative share;
- (c) an explanation as to how the remuneration policy takes into account the remuneration and terms of employment of the company's employees;
- (d) an explanation as to how in the remuneration policy account has been taken of:
 - (i) the identity, mission and values of the company and its affiliated enterprise;
 - (ii) the remuneration relationships within the company and the enterprise affiliated therewith;
 - (iii) the social support base;
- (e) if the company grants variable remuneration:
 - (i) the financial and non-financial targets (including targets on environmental, social and governance (ESG) aspects) set by or on behalf of the company on which the granting of the variable remuneration depends, and an explanation of how these targets contribute to the objectives referred to under (a) above;
 - (ii) the methods to be used to determine to what extent the financial and non-financial objectives set by or on behalf of the company have been achieved,
 - (iii) the period, if any, by which the remuneration is payable; and
 - (iv) a description of the possibility of reclaiming the remuneration referred to in article 2:135(8) BW;
- (f) if the company grants remuneration based on shares:
 - (i) a description of the remaining term of the rights not yet exercised;
 - (ii) a description of the period in which the director may not yet transfer the acquired shares insofar as applicable; and
 - (iii) an explanation of the way in which the share-based remuneration contributes to the objective referred to under (a);

- (g) a description of the term of the contracts with management board members and the applicable periods of notice, the main features of supplementary pension schemes and early retirement schemes, the conditions for termination, as well as the payments relating to the termination;
- (h) a description of the decision-making process used to adopt, review and implement the remuneration policy;
- (i) if the policy is revised:
 - (i) a description and explanation of the significant changes; and
 - (ii) a description and explanation of the way in which the votes and the views of the shareholders on the remuneration policy and the remuneration reports since the previous vote on the remuneration policy at the general meeting have been taken into account.

2.1.3 When determining the proposal set out in 2.1.2, the Remuneration Committee shall give due regard to:

- (a) the relevant legal and regulatory requirements and published rules and guidance, including the provisions of the Code;
- (b) the appropriateness in relation to the relevant (inter)national context;
- (c) the alignment of incentives and awards with the company's culture; and
- (d) the social support base with respect to remuneration and the engagement with stakeholders, including in respect of environmental, social and governance (ESG) aspects relevant to the company and the enterprise affiliated therewith.

2.1.4 The Remuneration Committee will take note of individual Management Board members' own views with regard to the amount and structure of their own remuneration. The Management Board members will be requested to pay attention to the aspects referred to under (a) through (i) of clause 2.1.2 of this Remuneration Committee Charter. Inside information is disseminated through press releases and will be qualified as such in accordance with the Market Abuse Regulation. TomTom issues press releases on its annual and quarterly financial results, and on announcements of strategic partnerships which have a material impact on the current year's financial results.

2.2 Composition

2.2.1 The Supervisory Board determines the size of the Remuneration Committee, provided that the Remuneration Committee consists of at least two (2) members.

2.2.2 Members of the Remuneration Committee are appointed by the Supervisory Board.

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

2.2.4 The Supervisory Board appoints one of its members as chairperson of the Remuneration Committee.

2.2.5 The Chairperson or a former Management Board member cannot serve as chairperson of the Remuneration Committee.

3 Meetings and attendance

Clause 5 of the Supervisory Board Rules applies equally to the meetings and decision making of the Remuneration Committee.

4 Report to the Supervisory Board

The Remuneration Committee reports on its deliberations and findings to the Supervisory Board. This report includes information on how the duties of the Remuneration Committee were carried out in the financial year, and also reports on the composition of the Remuneration Committee, the number of meetings of the Remuneration Committee and the main items discussed at those meetings.



5 Miscellaneous

Clause 11 of the Supervisory Board Rules applies equally to this Remuneration Committee Charter.

*Adopted by the Supervisory Board
13 October 2022*