
SUPERVISORY BOARD REMUNERATION POLICY

1 DEFINITIONS AND PROCESS

- 1.1 Capitalized terms used but not defined herein shall have the meaning assigned to them in the Supervisory Board Rules.
- 1.2 The Supervisory Board proposes for adoption at least once every four-year period, TomTom's Supervisory Board Remuneration Policy to the General Meeting of Shareholders. The decision for adoption of the Remuneration Policy requires at least 75% of the cast votes in favor.
- 1.3 The adjustments to this Remuneration Policy are aimed to seek alignment and comply with the requirements as provided by article 2:135a of the Dutch Civil Code (DCC), effective on 1 December 2019 and implementing the EU Shareholder Rights Directive II (2017/828/EU) (SRD II). The amendments to the policy will be submitted for approval to the annual General Meeting of Shareholders in 2020.

2 OBJECTIVES

- 2.1 The objective of the Remuneration Policy for the Supervisory Board of the Company is to provide remuneration in a manner that:
- 2.2 qualified and expert persons can be recruited and retained as members of the Supervisory Board with the right balance of personal skills, competences and experience required to oversee the (execution of the) Company's strategy and performance;
- 2.3 remuneration intends to reward Supervisory Board members for utilizing their skills and competences to the maximum extent possible to execute the tasks delegated to them including but not limited to tasks and responsibilities imposed by the Dutch Civil Code, Dutch Corporate Governance Code and the Articles of Association;
- 2.4 the remuneration, as a guiding principle, should reflect the median of the AEX pay practice for comparable roles; and
- 2.5 the remuneration reflects the Company's size and complexity, as well as the responsibilities of the role and the time spent.

3 REMUNERATION STRUCTURE

3.1 Given the nature of the responsibilities of the Supervisory Board as an independent body, remuneration of the Supervisory Board is not tied to the performance of the Company and only comprises fixed remuneration, delivered in cash. In addition to a fixed fee, the members of the Supervisory Board are provided with a committee fee and intercontinental travel compensation. Payment of the remuneration is done in Euro. Currency conversion risks are for the account of the member of the Supervisory Board.

3.2 Fixed fee:

Chairman Supervisory Board	€50,000
Member Supervisory Board	€40,000

3.3 Committee fee: The Chairman and the members of the Supervisory Board's committees are provided with a supplementary committee fee for the additional responsibilities.

Chairman Audit Committee	€10,000
Member Audit Committee	€7,000
Chairman Other Committee	€7,000
Member Other Committee	€4,000

3.4 Intercontinental travel compensation: Supervisory Board members are provided a travel compensation of €3,000 per intercontinental roundtrip to reflect the additional time commitment.

3.5 Members of the Supervisory Board will be reimbursed for all reasonable business expenses incurred in the course of performing their duties.

3.6 Members of the Supervisory Board shall not be eligible to participate in any benefits programs offered by the Company to its employees, nor shall the Company provide loans, advances or guarantees.

3.7 Members of the Supervisory Board are not entitled to any benefits upon the termination of their appointment.

4 TERM

A Supervisory Board member is appointed for a period of four years and may then be reappointed once for another four-year period. The Supervisory Board member may then subsequently be reappointed again for a period of two years, which appointment may be extended by at most two years.

5 RESIGNATION

Members of the Supervisory Board shall resign in accordance with the rotation schedule, as published on [TomTom's corporate website](#). No notice period or termination fees are applicable.

*Approved by General Meeting of Shareholders
15 June 2020*