

Open Ears

Policy & Procedure on Open Ears investigations

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1. Q&A

This policy framework will elaborate on the following (non-exhaustive) questions you may have with respect to the Open Ears framework:

1. I have experienced or witnessed an **uncomfortable situation**, how do I know if it falls in scope of the Open Ears reporting?
2. How can I **file an Open Ears** report?
3. What happens with the **information** that I provide within the Open Ears process?
4. How will an Open Ears report be **investigated**?
5. What is my **position as a reporter**?
6. What should I do if an Open Ears claim has been **filed against me**?
7. Who are the **different stakeholders** within the Open Ears process?

Please continue reading for further explanation. If you have any other question, please contact the Head of Compliance or send an email to compliance@tomtom.com.

2. Introduction of the Open Ears

TomTom's Code of Conduct contains the baseline of ethical behavior that is expected from all those working at TomTom. One of the core principles of the Code of Conduct is that people in TomTom are expected to speak up to address violations of the Code of Conduct.

The Open Ears policy establishes the framework for promoting a culture of transparency and accountability within TomTom through the reporting of violations of the Code of Conduct, including defining the investigation process for any report submitted. This process includes the timelines, responsibilities and governance standards that will be applied to investigations to ensure efficient, effective, and impartial investigations which adhere to applicable whistleblowing laws and regulations.

3. Policy objectives

The **objectives** of this policy are to:

- **Promote ethical conduct:** we uphold the highest standards of ethics, fairness, and reliability as a company, employer, and business partner.
- **Encourage reporting:** we motivate employees to report potential violations and concerns without fear, reinforcing a culture of transparency.
- **Ensure accountability:** we guarantee that all reported concerns will be investigated thoroughly and respectfully.
- **Protect whistleblowers:** we assure employees that there will be no retaliation against those who speak up in good faith.

4. Policy principles

The **principles** of this policy are:

- **Commitment to ethics:** as a company, we strive to be ethical. Our Code of Conduct establishes the fundamental principles that everyone at TomTom is expected to respect.
- **Responsibility for values:** we take ownership of our company values and Code of Conduct, integrating them into our daily business operations.
- **Confidential procedure:** we encourage employees to utilize the Open Ears procedure to report any (suspected) violations of laws, policies or procedures. Concerns can be raised openly within TomTom or anonymously through an independent speak up platform.
- **Impartial investigation:** we investigate all concerns raised through the Open Ears in a professional and impartial manner, involving an external company if required to avoid any conflict of interest.
- **Protection against retaliation:** we ensure that employees who report concerns in good faith are protected against any form of retaliation.

5. Open Ears procedure

This section contains more details of the Open Ears procedure: how can you submit an Open Ears report, what would fall in-scope, investigation timelines, individual rights and the role and tasks of the Open Ears Committee.

5.1 When do you report via the Open Ears?

The Open Ears procedure can be used globally by all TomTom employees, contractors and interns, as well as by reporters from outside the organization, including but not limited to former employees, shareholders, suppliers, partners and other third parties.¹

It's everyone's responsibility to raise concerns about actual or potential violations of the Code of Conduct, internal policies and procedures, applicable laws and regulations. Reporting (potential) violations will help to protect TomTom's reputation, maintain the company culture and ensure integrity within the work environment.

Concerns usually identify two types of interests:

- any (suspected) wrongdoing where there is either a public interest or company interest involved, collectively referred to as "Public Interest". A Public Interest for these purposes refers to matters that could impact individuals beyond themselves, including something that could negatively impact TomTom as an organization. It's important to note that these wrongdoings can also arise in one-on-one interactions where individual actions may have significant implications for a Public Interest. A breach of our Code of Conduct will always be considered a "Public Interest" issue.

Examples might include:

- behaviors that create an unsafe working environment (physically or mentally)
 - breach of competition laws
 - bribery or corruption
 - activities which would result in environmental damage
 - unacceptable use of company resources
 - insider trading
- any (suspected) wrongdoing where only your personal interest is involved; this means that the concern would impact just you and where it would not constitute a breach of the Code of Conduct.

For example: you don't agree with the decision of working on an improvement plan to develop your performance at work, you disagree with the allocation of responsibilities within a team or you disagree with specific strategies or objectives.

Violations that involve purely your **personal** interest are **not eligible** for reporting subject to the Open Ears but you should address them in accordance with internal (HR) policies, please contact your manager or HR Business Partner if you need more information. The Lead Investigator will determine whether a report falls within the scope of the Open Ears; if the outcome leads to discontinuation of the investigation, such decision requires approval from the Open Ears Committee, see section 6 for more details.

¹ Reporters from outside the company can find a link to the Open Ears reporting platform in the online policy on the company website.

Applicable regulations could require that certain types of situations will be investigated pursuant to a mandatory, local procedure. Hence, these situations should fall outside the scope of the Open Ears, without prejudice to file an Open Ears report if it turns out that such local procedure is not appropriate to deal with the actual matter at hand. Please reach out to the HR Business Partner to get more information.

5.2 How can you file an Open Ears report?

There are several options available if you want to submit an Open Ears report:

- If you have a concern you wish to raise and it's not possible to discuss this in an open dialogue with the other person involved, we encourage you to address the matter first to your immediate manager, any other line manager or your HR Business Partner who can forward your complaint to the Head of Compliance. If you are unsure who your HR Business Partner is, you can ask the HR Service Desk.
- TomTom also provides the possibility to file a complaint through the Open Ears reporting platform. You can submit a claim anonymously though we encourage that you identify yourself so it's easier to follow up with you to require all information necessary to start the investigation. The reporting platform is managed by an independent external service provider, to ensure the matter will be dealt with the strictest confidentiality and handled securely. Please make sure that if you file an anonymous report, you document the automatically generated case ID and your password which is required to review any messages from the investigators, track progress and provide any requested information.

The Open Ears reporting platform is 24/7 available at: [SpeakUp](#)

- It is also possible to make an anonymous report by calling the Open Ears hotline, 24/7 available at [SpeakUp phone coverage by country](#) where you need to select the local number and use organization code 132661. If you chose to report by phone, the investigators will receive a recording of your call but they won't be able to contact you directly for follow-up unless you provide your credentials explicitly. Please make sure to enter the code 2574 and follow the instructions from the operator.
- If you don't feel comfortable addressing your concerns elsewhere, you can contact the Open Ears Committee who will treat the matter confidentially. You can find the members of the Open Ears Committee here. Any ethical concerns relating to a member of the Open Ears Committee or a member of the Management Board can be reported to the Head of Compliance (please send an email to compliance@tomtom.com).

Local legislations may also facilitate external reporting with local authorities for some cases. You are of course allowed to follow this route. However, we encourage that you raise concerns internally within TomTom before reporting to any outside party, as external reporting may have serious implications for TomTom, the company's reputation and for the people involved.

5.3 What are the investigation timelines?

If you submit a report through the Open Ears reporting platform, you will receive an acknowledgement of receipt within 7 days of filing your report. For other reporting options, acknowledgement will be shared within 7

days of receipt by the Head of Compliance. Subsequent investigatory actions will be performed in accordance with the Investigation process set out in Section 6.

Within 8 weeks from the filing date of your report, you will be informed in writing about the status of the investigation. If such information can't be provided within this timeframe, you will be informed about the new, estimated date. The goal is to complete the investigation no later than 3 months from the date of acknowledgement of receipt.

5.4 What are the role and tasks of the Open Ears Committee?

The Open Ears Committee consist of senior leaders and members of the (Extended) Management Board: currently the General Counsel, Chier HR Officer, 2 representatives of the (Extended) Management Board and the SVP Maps participate as members. The Head of Compliance acts as secretary to the Open Ears Committee. More information about the members of the Open Ears Committee can be found on Compass.

The Open Ears Committee will take up the following responsibilities:

- adopt the Open Ears policy and procedure;
- monitor the implementation and adherence to TomTom's internal policies and procedures such as the Code of Conduct and the Open Ears policy and procedure;
- proactively report to the investigators actual or potential violations of the Code of Conduct, internal policies and procedures, applicable laws and regulations which have come to the attention of the Committee;
- supervise the investigation of Open Ears reports in accordance with the Investigation process;
- take decision on whether the investigations should be discontinued when requested;
- review the draft investigation report and provide binding decision on the proposed measures to be taken;
- monitor the execution or implementation of the advised measures;
- convene on a regular basis to discuss any trends or relevant developments derived from the Open Ears reports;
- delegate to the Head of Compliance the reporting responsibility on the Open Ears to the Audit Committee and external accountant.

It could occur that a member of the Open Ears Committee may get exposed to conflicts of interest. A conflict of interest could for example arise from the fact that the reporter or the person against whom the Open Ears report has been made reports directly to the member or the Open Ears report addresses any (suspected) violation linked to a process or activity that falls under the member's direct responsibility.

As mitigating measure, any member of the Open Ears Committee shall refrain from any involvement in the investigation and subsequent decision-making related to Open Ears reports that could lead to conflicts of interest with that particular member, see for more details section 6.

5.5 What are your rights as a reporter?

As a reporter you can request a copy of the report by contacting the Head of Compliance. You are never obliged to share your identity when submitting an Open Ears report. However, TomTom encourages that you identify yourself. Without identifying yourself, there may be insufficient information to conduct a proper investigation, resulting in its abandonment. Your identity will only be disclosed to other individuals on a need-to-

know basis, unless this is prohibited by applicable regulations. Your information will always be processed in accordance with applicable privacy laws.

You will not experience any form of retaliation for either; i) making an Open Ears report in good faith and based on reasonable grounds; or ii) for cooperating with an investigation. However, it remains important to remember that no one should make intentionally false allegations against others. Disciplinary measures may be taken against you if you have abused the Open Ears process.

5.6 What happens to the information that you reported?

All information will be kept confidential and you are also required to maintain absolute confidentiality about the report and investigation. The Open Ears platform automatically creates a record once you have submitted a report. This record will also be copied into the Open Ears investigation database managed by the Head of Compliance, in its capacity as Lead Investigator. Minutes of interviews, additional evidence, the investigation report and any further information that could be relevant for the investigation process will be retained together with the original report.

Any information related to an Open Ears report will only be disclosed on a need-to-know basis to other people, such as to the (outside) investigators, the Open Ears Committee, legal counsels, colleagues who are being interviewed as part of the investigation, HR stakeholders etc., for the purpose of conducting an objective and professional investigation to find out whether the report can be substantiated, having an impartial review and final decision on the proposed recommendations and implementing such recommendations subsequently.

Any personal data shall be treated in compliance with applicable privacy regulations. The investigation file will be retained for a maximum of seven years after expiration of the fiscal year in which the Open Ears report has been filed, unless applicable legislations, legal proceedings or disciplinary measures require a longer retention period.

5.7 What happens if you are subject of an Open Ears report?

If someone has filed an Open Ears report against you, TomTom will inform you when appropriate, depending on the risk that this notification could jeopardize conducting an effective investigation or gathering relevant evidence. You are required to fully cooperate by making yourself available for meetings with the investigators, answering questions comprehensively and honestly. You are required to maintain absolute confidentiality about the report and investigation.

Before issuing any final recommendation, the investigation team will assure that you have been provided with sufficient information to understand the nature of the report that has been filed against you. You will have the possibility to provide feedback which will be documented and shared with you. You will be informed of the final decision at the earliest opportunity after completion of the investigation. If the final decision provides that certain measures should be taken against you, these actions will occur in accordance with the Disciplinary process. Information to have these measures implemented will only be disclosed on a need-to-know basis to other people, such as HR stakeholders and your manager.

6. Investigation procedure

Open Ears reports shall be investigated in accordance with the following process, conducted by several stakeholders who maintain responsibilities as further clarified in this section:

Role	Assigned to
Lead Investigator	<i>Head of Compliance</i>
Co-Investigators	<i>HR stakeholder (always) Security stakeholder (optional)</i>
External Investigator	<i>Hoffmann or such other external investigation firm as may be appointed from time to time</i>
Supervision of the investigation	<i>Members of Open Ears Committee</i>

Reporting

The following steps comprise the Open Ears reporting process:

1. In case a report has been received by a manager, HR employee or a member of the Open Ears Committee, they will inform the Head of Compliance accordingly.
2. The reporter can also submit a report (anonymously) through the [Open Ears portal](#).
 - a. The following information needs to be provided to complete the incident report:
 - a) *Incident category*
 - b) *Details about occurrence (non-mandatory)*
 - c) *Whether incident has been reported to anyone outside TomTom (non-mandatory)*
 - d) *Whether reporter is current employee (non-mandatory)*
 - e) *Location of the incident*
 - f) *Date of the incident*
 - g) *Details of the incident*
 - h) *Name (non-mandatory)*
 - b. The reporter must create a password in order to look up the status of the reported case, together with case nr., and to communicate anonymously with the case investigator.
3. The reporter can also (anonymously) call the Open Ears hotline, 24/7 available at [+SpeakUp phone coverage by country](#) by selecting the local country number and using organization code 132661. The call will be recorded but the investigators won't be able to contact the reporter for follow-up unless credentials have been provided.
4. After a report has been filed or a call has been recorded, a notification alert will be sent to the Compliance inbox. Access to the portal has been restricted to only employees in the Compliance team.
5. Acknowledgement will be sent to the reporter by the Head of Compliance within 7 days of receipt.

Investigation

The following steps comprise the actual investigation process:

1. The Head of Compliance acts as Lead Investigator, the HR stakeholder acts as Co-Investigator and either could invite the Security stakeholder as additional Co-Investigator. The investigative responsibilities could internally rotate or be handed over to another person within TomTom in exceptional circumstances, subject to notification to the Open Ears Committee.
2. The Lead Investigator will inform the Co-Investigator(s) of the received Open Ears report and provide access to the investigation folder that will contain all relevant documentation and materials.
3. The filed Open Ears report should contain sufficient information to continue with the next steps; the Lead Investigator will follow up to the extent possible with the reporter to provide further clarification in case information is missing. If the report lacks sufficient details to initiate the next steps of the investigation and there are no other known concrete signals that underpin the claim being made in the report, the Lead Investigator will formally close the Open Ears case after a reasonable period.
4. The Lead Investigator will determine whether the report falls in scope of the Open Ears by checking the reported situation against the Code of Conduct, internal policies and any applicable legislation. If the outcome leads to discontinuation of the investigation, such decision requires approval from the Open Ears Committee by majority vote.
5. By way of triage², the Lead Investigator could decide together with the Co-Investigator:
 - a) to outsource the investigation to the External Investigator for reasons of sensitivity or to avoid a conflict of interest. The Lead Investigator shall inform the Open Ears Committee of such decision and the Open Ears Committee has the option to reject the outsourcing by majority vote, in which case the investigation will be handled by the Lead Investigator as set out under this investigation procedure;
 - b) that a member of the Open Ears Committee could potentially be conflicted. The Lead Investigator shall consult this member as soon as possible to address the potential conflicts of interest and mitigating measures in accordance with section 5.4. The Lead Investigator shall inform the Open Ears Committee accordingly. The other members have the opportunity to reject the outcome and determine an alternative measure by majority vote.
6. The objective of the investigation is to find out whether the reported claims can be substantiated in an objective manner. The investigation needs to be performed in an impartial and professional manner. It is essential that the investigation takes into account the different interests of the reporter, the person of interest and the company and upholds confidentiality at all times.

² Triage mechanism to outsource sensitive cases could consider following indicators: involvement of EMB / senior management or member of Open Ears Committee, potential significant impact on company, anticipated legal proceedings, potential conflict of interest with internal investigator.

7. The investigation shall ensure that both the reporter and the person of interest will have the opportunity to give further explanation on the report, share relevant information, receive a documented summary of meetings with the investigators and are being informed of the final outcome. The person of interest against whom the report has been filed will be provided with sufficient information to understand the nature of the report and have the possibility to deny, correct or invalidate the accusations that are being made. It's not required to share a full copy of the report with the person of interest as this could breach confidentiality or impair other important interests.

The Lead Investigator shall perform the following activities to conduct the investigation:

- timely launch and coordinate the investigation;
 - track investigation status in Open Ears portal;
 - create a restricted investigation folder;
 - liaise with the External Investigator if applicable;
 - hold interviews with the reporter, the person of interest and other persons involved, create minutes of each interview and share these documents with respective individuals for further review and confirmation;
 - share status updates with the reporter in accordance with set timelines;
 - inform and consult the Open Ears Committee where needed and keep them updated of the investigation;
 - draft the investigation report;
 - share the investigation report with the Open Ears Committee, requesting for binding decision on the proposed measures;
 - maintain the incident overview once the investigation is closed.
8. The Lead Investigator will inform the reporter within 8 weeks from filing date about the status of the investigation. If this information can't be provided within this timeframe, the Lead Investigator shall inform the reporter about the new, estimated date.
 9. Investigations should be completed within 3 months from the date of acknowledgement of receipt. The Lead Investigator shall inform the reporter in case exceptional circumstances would lead to an extension of such period.

Decision and reporting

The following steps comprise the decision-making process once a draft investigation report has been created:

1. The Lead Investigator will circulate the draft investigation report to the Open Ears Committee for further review of the outcome and the recommended measures.
2. The Open Ears Committee shall provide binding decision by approving the recommendations as proposed in the investigation report through majority vote. In case the recommendations have been rejected, the Open Ears Committee shall convene to take an alternative decision at the earliest convenience.
3. The Lead Investigator shall inform the reporter, person of interest and other stakeholders on need-to-know basis of the outcome of the investigation.

4. The HR Co-Investigator shall inform the Open Ears Committee of the execution or implementation of such measures.
5. The Open Ears Committee shall convene on a regular basis to discuss trends and developments derived from Open Ears reports.
6. Information about Open Ears reports will be reported on behalf of the Open Ears Committee by the Head of Compliance to the Audit Committee and external auditor.