

OPENEARS PROCEDURE

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A large, light gray speech bubble graphic is centered on a white background. The speech bubble has a rounded top and a pointed bottom. Inside the bubble, the text "The basic principles that you and everyone else need to respect" is written in white. The word "principles" is in a bold, sans-serif font, and "respect" is also in a bold, sans-serif font. The background of the speech bubble is filled with faint, light gray icons related to communication and technology, such as a smartphone, a speech bubble, a checkmark, a person icon, a list, and a magnifying glass.

The basic
principles
that you and
everyone
else need
to **respect**

INTRO- DUCTION



Introduction

Our Code of Conduct sets out the basic principles that you and everyone else working for or with TomTom need to respect. Everyone is responsible for making it an integral part of their daily business. You can help by speaking up if you perceive any possible violation of our Code of Conduct.

TomTom encourages the reporting of violation of laws, policies or procedures as well as undesirable behaviors and that's why we have an Open Ears Policy and an Open Ears Procedure in place.

This Open Ears Procedure will explain how you can report your concerns. It also provides details about what may happen after you have submitted a report and your rights in relation with the reported information or an investigation. The Open Ears Procedure is in line with applicable privacy laws and regulations and the TomTom Privacy Principles.

SCOPE



Scope

This Open Ears Procedure applies to all individuals who are employed by TomTom regardless of the type of contract (temporary, fixed, at will), contractors working for any TomTom company and third parties.



By reporting
misconduct,
you are
helping to
protect our
company

OPEN EARS PROCEDURE



When do I report?

It's your responsibility to raise any concerns about actual or even potential violations of our Code of Conduct, any applicable laws and regulations or TomTom policies and procedures as well as any other suspected wrongdoing or irregularities (for example where the public interest is affected). By reporting your concerns about wrongdoing or irregularities, you are helping to protect our company.

Topics that are appropriate to report in accordance with this Open Ears Procedure are for example:

- violations of competition laws and rules;
- fraud;
- discrimination or harassment;
- bribery and corruption;
- falsification of financial records;
- environmental, health and safety issues;
- improper use of company resources (e.g. TomTom assets, IP);
- insider trading.

This Open Ears Procedure does not apply to any grievances you may have in relation to your employment conditions.



Where can I report?

If you have any concerns you wish to raise, you should report this to your immediate manager or any other line manager. However, TomTom realizes that this is not always possible.

If you cannot or do not wish to discuss your concerns with them, or if you are concerned that your manager has not acted upon your reports, you can contact our Open Ears Committee. You can find the members of the Open Ears Committee on The Beat.

Any ethical concerns relating to a member of the Management Board can also be reported to the Chairman of the Supervisory Board or discussed with the Company Secretary, who has an independent reporting line to the Supervisory Board.

For questions or reporting, please contact the Compliance Officer by sending an e-mail to **compliance@tomtom.com** or calling **+31207574147**.

TomTom encourages identifying yourself when submitting a report so that we may follow up with you and help ensure that your concerns are addressed accordingly. However, in some countries it is possible to make an anonymous report via the Open Ears Hotline as well.



How do I use the Open Ears hotline?

The Open Ears Hotline is:

- **available** to everyone, 24 hours a day, 7 days a week, 365 days a year;
- **accessible** via internet or telephone;
- **confidential**: calls or reports to the Open Ears Hotline are not traced or recorded, and all information provided in calls will be treated confidentially and handled securely in accordance with this Open Ears Procedure.

There are two options for accessing the Open Ears Hotline: via internet or via telephone.

1) You can report your complaint or concern using the reporting system available at **www.ethicspoint.com**.

2) Alternatively, you can report your complaint or concern by calling (24/7, 365 days per year):
+1 503 601 4957 (collect call, no cost to caller).

After having reported your complaint or concern to the Open Ears Hotline, you will receive a unique tracking ID. Your complaint will be followed by means of that tracking ID. You can use your unique tracking ID for feedback or questions.



Can I report outside TomTom?

If you feel that your report is not handled appropriately or if you cannot reasonably make an internal report first, you may consider to report your concern to a party outside TomTom. External reporting may be facilitated by local law.

Before reporting to a party outside TomTom, we encourage you to raise concerns internally within TomTom. Please consider that external reporting may have serious implications for TomTom, our reputation and for the people involved including yourself. If you speak up internally, we will handle your report professionally and carefully and with the best possible intentions to objectively investigate.



What happens with my report?

Within two weeks after receipt of your report, the Open Ears Committee will decide whether or not your report will be further investigated. You will be informed about this decision.

Reports that qualify will be further investigated and handled by or on instruction of the Compliance Officer under supervision of the Open Ears Committee.

The Compliance Officer can appoint one or more (internal and/or external) investigators and has the authority to instruct others to take temporary measures if necessary. For example the safeguarding of (physical) evidence or digital information.

When asked to, all employees are required to cooperate fully and promptly with an investigation and answer any questions fully and honestly. In the interest of the investigation, all employees are required to maintain complete confidentiality about that investigation in accordance with this Open Ears Procedure.

Within eight weeks from the date of your report, you will be informed in writing about the status of the investigation. If such information cannot be provided within eight weeks, you will be informed about a new date on which you can expect to receive the status update.



The Open Ears Committee will receive the findings of the investigation. If necessary, the Committee gives a binding advice to the appropriate management level on any measures resulting from the investigation's findings. These measures can be disciplinary against certain employees and/or organisational to prevent such incidents from happening again.

The Open Ears Committee monitors the execution/ implementation of the advised measures.

In case a member of the Open Ears Committee is personally implicated in a report, the matter will be referred to the Management Board by the Open Ears Committee for further handling and investigation.

Reports made through the Open Ears Hotline are initially processed by a third-party service provider based in the USA that provides Open Ears Hotline call and answering services. The Open Ears Hotline representative will listen to your concerns (if submitted via telephone), ask questions and review the information provided to ensure everything has been documented accurately. Following this, the representative will forward your matter to the Open Ears Committee for consideration.



Open Ears committee

The Open Ears Committee is chaired by a member of the Management Board and consists of i) the General Counsel, ii) the Compliance Officer, and iii) the SVP Group HR. The Compliance Officer acts as secretary to the Open Ears Committee.

The Management Board may appoint one or more additional and/or substitute members of the Open Ears Committee.

The role and tasks of the Open Ears Committee are to:

- monitor the implementation and compliance with TomTom policies and procedures including the TomTom Code of Conduct and the Open Ears Policy;
- investigate or have investigated possible violations of the Code of Conduct and adopting immediate corrective measures;
- assess reports and provide binding advice for measures to be taken;
- monitor the execution/implementation of these measures; and
- report, on a quarterly basis, all reports received and, on a yearly basis, its performance and activities to the Management Board and the Audit Committee.



Am I protected when I am reporting?

No retaliatory action will be taken against you if your concerns are provided in good faith and based on reasonable grounds acquired in working for or with TomTom.

Thus, neither any Management Board member nor any other employee of TomTom will discharge you, suspend you, threaten or harass you, or in any way discriminate against you for submitting a report in good faith or for assisting in any investigation regarding wrongdoing or irregularities.

However, abuse of the Open Ears Procedure to make deliberately false allegations against colleagues or TomTom will not be tolerated and will be subject to disciplinary action, which could even be dismissal.

What if I am subject of a report made by a colleague?

If you are the subject of a report made by a colleague, TomTom will inform you as soon as possible after the report has been made and when appropriate. TomTom will notify and provide you with information regarding the nature of the report, who is working on the report and your rights of access. Your involvement may be delayed if there is a substantial risk that it would jeopardise TomTom's ability to effectively investigate an allegation or to gather the necessary evidence.



What happens with the information I provide?

If you make a report, a written record shall be drawn up which will be lodged in the complaints database maintained by the secretary of the Open Ears Committee. The record shall mention the date that you reported the suspected wrongdoing or irregularities and the alleged facts.

Information relating to a report will be retained for a maximum period of two months after the completion of the investigation, unless legal proceedings and/or disciplinary measures are to be initiated as a result of the initial investigation or unless legislation requires a longer retention period.

Your reported information may be transferred from outside the country in which you are employed to the USA. The company which processes the information you provide via the Open Ears Hotline is based in the USA. Contractual provisions have been agreed upon to secure the proper processing of your personal details. This contractual arrangement secures that your information which is provided via the Open Ears Hotline has an adequate level of protection as required by the European Union's Directive on Data Protection.



Your rights & confidentiality

As a reporter you may request a copy of the record held by the secretary of the Open Ears Committee of your report. You also have the right to consult an (external) advisor in confidence to discuss your concerns about suspected wrongdoing or irregularities.

All reports are kept and handled confidential. This means that your identity and the information reported through this Open Ears Procedure will be shared only with those individuals who have a “need to know”.

In the event that it is not possible to keep your identity confidential (because of the demands of conducting a thorough investigation or because of certain legal requirements), utmost effort will be made to ensure that you fully understand the course of the investigation.

In all events the process and disclosure of your personal data will be done with the utmost care. Appropriate security measures have been taken to avoid loss or unlawful use of your personal data.



Your Consent To The Use Of The Reported Information

By reporting suspected wrongdoing or irregularities in accordance with this Open Ears Procedure, you are giving your express and unequivocal consent to the information which you supply to TomTom, to be used for the purposes of conducting an objective and thorough review of the matters you have raised. Your consent covers processing by (but not limited to) the Open Ears Committee, the TomTom entities connected to the allegations, legal counsel and other advisers, law enforcement/government agencies, in each case whether located within or outside of the EU. However, such disclosures will be limited to those people necessary to conduct the investigation or for the purpose of implementing any recommendations arising as a consequence of such investigation or consistent with applicable law.

NEED TO **KNOW** MORE

- Code of Conduct
- Open Ears