



SUPERVISORY BOARD REMUNERATION POLICY

Preamble

Background

Our proposed remuneration policy for the Supervisory Board aims to address the evolving needs of today's talent market. We believe that remuneration should accurately reflect the increasing commitment and responsibilities of Supervisory Board members, while also aligning with regional market pay levels. Although the existing policy was approved by the Annual General Meeting ("AGM") in 2020, remuneration levels have remained unchanged since 2013.

Consequently, we conducted a thorough review of our Supervisory Board remuneration with the support of an external advisor in 2023. Given the independent nature of the Supervisory Board's responsibilities, this policy does not tie remuneration to TomTom's performance. Instead, we maintain a fixed fee remuneration, supplemented by compensation for intercontinental travel and other expenses.

Overview of the key changes

Below, we outline key amendments to our Supervisory Board Remuneration Policy and how we considered and incorporated stakeholder feedback. We are submitting this updated Supervisory Board Remuneration Policy for voting at the AGM to be held on 17 April 2024:

1. Rebalanced peer group to better reflect the current size and business profile of TomTom.

The existing policy refers to the median of the AEX index pay practice, which is no longer considered a relevant reference. Please refer to 2024 External Reference Group section for the proposed reference group, consisting of 10 AMX and 10 AScX companies.

2. Alignment of compensation levels with the updated peer group.

The fact that remuneration levels remained unchanged since 2013 has caused them to lag behind market standards. Consequently, we propose an update to align these levels with current market practices.

3. Alignment of committee fees

To ensure simplicity and equality, we suggest standardizing committee fees across all Supervisory Board Committees.

4. Introduction of an indexation mechanism

We propose to include an indexation mechanism aligned with expected increases in pay across our workforce in the Netherlands, in order to keep remuneration levels in line with broader economic and market developments.

Stakeholder engagement

The perspectives of TomTom stakeholders and the overall social and business context are taken into consideration by the the Remuneration Committee when developing, reviewing, and implementing the Policy. The Remuneration Committee is committed to continuously improving the dialogue about and transparency regarding remuneration.

In 2023, as part of our remuneration policy update process, we conducted open dialogues with a cross-section of our shareholders, our Works Council, and representatives of various investor organizations and proxy advisors (including Eumedion, ISS, VEB, and Glass Lewis). The Supervisory Board values these constructive and transparent dialogues.



2024 External Reference Group

With the support of an external advisor, TomTom conducted a market assessment to provide insight into the competitiveness of the annual retainer and committee fees of the Supervisory Board. For this purpose, we selected a local reference group based on the Top 10 AScX and Bottom 10 AMX companies (measured by market capitalization), excluding financial services and real estate companies, as well as those with foreign headquarters:

| Company | Listing index | Country of HQ | GICS SubIndustry |
|---------------------------|----------------------|----------------------|---|
| TomTom NV | AScX | Netherlands | Application Software |
| Signify NV | AMX | Netherlands | Electrical Components & Equipment |
| Koninklijke Vopak NV | AMX | Netherlands | Oil & Gas Storage & Transportation |
| Arcadis NV | AMX | Netherlands | Research & Consulting Services |
| SBM Offshore NV | AMX | Netherlands | Oil & Gas Equipment & Services |
| Basic-Fit NV | AMX | Netherlands | Leisure Facilities |
| Alfen NV | AMX | Netherlands | Heavy Electrical Equipment |
| Corbion NV | AMX | Netherlands | Specialty Chemicals |
| TKH Group NV | AMX | Netherlands | Electrical Components & Equipment |
| Fugro NV | AMX | Netherlands | Construction & Engineering |
| AMG Critical Materials NV | AMX | Netherlands | Diversified Metals & Mining |
| PostNL NV | AScX | Netherlands | Air Freight & Logistics |
| Azerion Group NV | AScX | Netherlands | Interactive Media & Services |
| Ebusco Holding NV | AScX | Netherlands | Construction Machinery & Heavy Transportation Equipment |
| Sligro Food Group NV | AScX | Netherlands | Food Distributors |
| Pharming Group NV | AScX | Netherlands | Biotechnology |
| Koninklijke BAM Groep NV | AScX | Netherlands | Construction & Engineering |
| Acomo NV | AScX | Netherlands | Food Distributors |
| Fastned BV | AScX | Netherlands | Automotive Retail |
| Brunel International NV | AScX | Netherlands | Human Resource & Employment Services |
| Ordina NV* | AScX | Netherlands | IT Consulting & Other Services |

* Ordina NV was delisted from Euronext Amsterdam on 15 November 2023.

1. Introduction

- 1.1 Capitalized terms used but not defined herein shall have the meaning assigned to them in the Supervisory Board Rules.
- 1.2 Set forth below is the Supervisory Board Remuneration Policy (hereinafter, the “**Remuneration Policy**”) of TomTom N.V. (hereinafter, the “**Company**” or “**TomTom**”) that will be submitted for approval to the general meeting of the shareholders of the Company (the “**General Meeting**”) on 17 April 2024.
- 1.2 The Supervisory Board proposes TomTom's Supervisory Board Remuneration Policy to the General Meeting of Shareholders for adoption at least once every four-year period. The adoption of the Remuneration Policy requires at least 75% of the cast votes in favor.
- 1.3 This Remuneration Policy takes into account all applicable laws and regulations, such as, but not limited to, article 2:135a of the Dutch Civil Code, the Dutch Corporate Governance Code, the articles of association of the Company (the Articles of Association).

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:
- Allows for the recruitment and retainment of qualified persons with appropriate expertise and TomTom's desired balance of competencies, expertise, and personal skills, as members of the Supervisory Board to oversee the (execution of the) Company's strategy and performance; and
 - Rewards the Supervisory Board members for utilizing their skills and competencies 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; and
 - Reflects, as a guiding principle, approximate positioning of TomTom within the reference group; and
 - 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 provided in Euro. Currency conversion risks are for the account of the member of the Supervisory Board.

3.2 Fixed fee:

| | |
|---------------------------------|---------|
| Chair Supervisory Board | €67,500 |
| Member Supervisory Board | €47,500 |

At the discretion of the Supervisory Board, the fixed fee can be increased annually. The indexation is maximized by expected average annual increase in the fixed salary of the employees of the Company based in the Netherlands.

3.3 Committee fee:

| | |
|-------------------------------|---------|
| Chair Audit Committee | €10,000 |
| Member Audit Committee | €7,000 |
| Chair Other Committees | €10,000 |
| Member Other Committee | €7,000 |

The Chairs and the members of the Supervisory Board's committees are provided with a supplementary committee fee for the additional responsibilities. Should a new Supervisory Board Committee be established, the fee levels of these new committees will be aligned with the existing committee fee levels.

- 3.4 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. No claw-back, severance or change of control arrangements are in place for members of the Supervisory Board.

4 Governance

- 4.1. 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.
- 4.2. 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.
- 4.3. Compliance and Evaluation: In accordance with Best practice provision 2.2.6 of the Dutch Corporate Governance Code, the Supervisory Board conducts an annual self-evaluation to assess its performance, effectiveness, and alignment with its governance obligations. This evaluation consists of a review of the Supervisory Board's functioning, the functioning of the individual members and the functioning of its committees.

To be submitted to the General Meeting of Shareholders on 17 April 2024