

# Supervisory Board Rules

These Supervisory Board Rules were adopted by the Supervisory Board on 6 December 2017.

## 1 DEFINITIONS

### 1.1 Definitions

- 1.1.1 In these rules capitalised terms have the meaning as set out in [Schedule 1](#).
- 1.1.2 Any reference in these rules to "in writing" means in writing or by other reproducible electronic communication.

## 2 COMPOSITION OF THE SUPERVISORY BOARD, DIVISION OF DUTIES AND RESPONSIBILITIES

### 2.1 Composition of the Supervisory Board

- 2.1.1 The Supervisory Board prepares a profile of its size and composition, taking into account the nature of the Company's business and the Supervisory Board's activities.
- 2.1.2 The Supervisory Board must prepare a rotation schedule to prevent, where possible, reappointments occurring at the same time.

### 2.2 Responsibilities

- 2.2.1 The general responsibilities of the Supervisory Board are set out in [Schedule 2](#).

### 2.3 Chairman and Vice-Chairman

- 2.3.1 The Supervisory Board appoints one of the Supervisory Board members as Chairman and one of its members as Vice-Chairman.
- 2.3.2 The Chairman cannot be a former Management Board member and must be independent in accordance with best practice provision 2.1.8 of the Code.
- 2.3.3 The responsibilities of the Chairman and the Vice-Chairman are set out in [Schedule 3](#).

## 3 COMMITTEES OF THE SUPERVISORY BOARD

### 3.1 General

- 3.1.1 The Supervisory Board may assign certain tasks to one or more permanent or ad hoc committees comprising one or more Supervisory Board members.
- 3.1.2 The task of Supervisory Board committees is to prepare the decision making of the Supervisory Board. Establishing committees does not diminish the responsibility of the Supervisory Board and the Supervisory Board members for obtaining information and

forming an independent opinion. The committees cannot adopt resolutions on behalf of the Supervisory Board.

3.1.3 The Supervisory Board appoints Supervisory Board committee members. For each committee, the Supervisory Board appoints a chairman from among committee members, and a secretary. The secretary does not need to be a Supervisory Board member.

3.1.4 Supervisory Board committees report on a regular basis to the Supervisory Board about their actions, reviews, proposals and findings.

### **3.2 Permanent Committees**

3.2.1 The Supervisory Board has the following permanent committees:

- (a) the Audit Committee, with duties and internal proceedings as set out in the Audit Committee Charter;
- (b) the Remuneration Committee, with duties and internal proceedings as set out in the Remuneration Committee Charter; and
- (c) the Selection and Appointment Committee, with duties and internal proceedings organisation as set out in the Selection and Appointment Committee Charter.

### **3.3 Ad hoc committees**

3.3.1 The Supervisory Board may establish ad hoc committees.

3.3.2 The duties and internal proceedings of ad hoc committees are set out in writing by the Supervisory Board and form part of these rules.

## **4 COMPANY SECRETARY**

### **4.1 Duties and responsibilities**

4.1.1 The Company Secretary assists the Supervisory Board. The Company Secretary ensures that the proper procedures as required by law, the Articles of Association or these rules are complied with. The Company Secretary assists the Chairman in organising Supervisory Board meetings.

### **4.2 Appointment and dismissal**

4.2.1 Subject to the Supervisory Board's approval, the Management Board appoints and dismisses the Company Secretary. The Supervisory Board may recommend the appointment or dismissal of the Company Secretary to the Management Board.

## **5 MEETINGS OF THE SUPERVISORY BOARD AND DECISION MAKING**

### **5.1 Convening meetings and agenda**

5.1.1 Meetings are held in accordance with a meeting schedule to be annually set by the Supervisory Board. Additional meetings are convened at any Supervisory Board member's request.

5.1.2 Meetings are convened in a timely manner by the Chairman or, if the Chairman and Vice-Chairman positions are vacant (*ontstentenis*) or the Chairman and Vice-Chairman are unable to act (*belet*), by any Supervisory Board member. The notice sets out the meeting agenda.

5.1.3 The Supervisory Board member convening a meeting sets the agenda for that meeting. Supervisory Board members may submit agenda items to the Supervisory Board member convening the meeting.

## 5.2 Meeting location

5.2.1 Meetings are normally held at the Company's offices, but may also take place elsewhere.

5.2.2 Meetings may also be held by telephone or videoconference, provided that all participants can hear each other simultaneously. Supervisory Board members attending the meeting by telephone or videoconference are considered present at the meeting.

## 5.3 Attendance

5.3.1 A Supervisory Board member may be represented at a meeting by another Supervisory Board member holding a proxy in writing.

5.3.2 The Supervisory Board may require that certain officers and external advisers attend its meetings.

## 5.4 Chairman of the meeting

5.4.1 The Chairman or, if the Chairman is not present at the meeting, the Vice-Chairman chairs the meeting. If both the Chairman and the Vice-Chairman are not present at a meeting and the Chairman has not appointed another Supervisory Board member as chairman of that meeting, the Supervisory Board members present at the meeting will appoint one of them as chairman of that meeting.

## 5.5 Adoption of resolutions - quorum requirements

5.5.1 The Supervisory Board may only adopt resolutions at a meeting if a majority of the Supervisory Board members entitled to vote is present or represented at the meeting.

5.5.2 The chairman of the meeting ensures that adopted resolutions are communicated to Supervisory Board members not present at the meeting without delay.

## 5.6 Adoption of resolutions - majority requirements

- 5.6.1 Each Supervisory Board member has one vote.
- 5.6.2 Where possible, the Supervisory Board adopts its resolutions by unanimous vote. If this is not possible, the resolution is adopted by a majority of votes cast.
- 5.6.3 In the event of a tie, the Chairman, if entitled to vote, has a casting vote, provided that at least two other Supervisory Board members entitled to vote are in office.
- 5.6.4 If there is insufficient agreement on a proposed resolution during the meeting, the chairman of the meeting may defer the proposal for further discussion or withdraw the proposal.

## 5.7 Meeting minutes

- 5.7.1 The Company Secretary or any other person designated as the meeting secretary prepares the meeting minutes. The minutes are adopted:
  - (a) by a resolution adopted at the next Supervisory Board meeting; or
  - (b) by the chairman and secretary of the particular meeting, after having consulted the Supervisory Board members present or represented at that meeting.

## 5.8 Adopting resolutions without holding a meeting

- 5.8.1 The Supervisory Board may also adopt resolutions without holding a meeting, provided that all Supervisory Board members entitled to vote have consented to adopting the resolutions without holding a meeting.
- 5.8.2 Clauses 5.6.1 through 5.6.3 apply to adopting resolutions without holding a meeting.

## 5.9 Evidence of adopted resolutions

- 5.9.1 Resolutions can be evidenced by a statement signed by the Chairman and the Company Secretary.
- 5.9.2 Resolutions adopted at a specific meeting can also be evidenced by a statement signed by the chairman and the secretary of that meeting.

## 6 CONFLICTS OF INTEREST

### 6.1 Preventing conflicts of interest

- 6.1.1 Any conflict of interest between the Company and Supervisory Board members should be prevented. The Supervisory Board is responsible for dealing with any conflicts of interest between Supervisory Board members and the Company.
- 6.1.2 Supervisory Board members must be alert to conflicts of interest and may not:
  - (a) compete with the Company;

- (b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- (c) provide unjustified advantages to third parties at the Company's expense;
- (d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

## 6.2 Definition

6.2.1 For purposes of clauses 6.2 through 6.6, a "conflict of interest" means:

- (a) a direct or indirect personal conflict of interest within the meaning of article 2:140(5) BW; and
- (b) any other situation which causes reasonable doubt about whether the Supervisory Board member concerned is primarily guided in the decision-making process by the interests of the Company and its business.

6.2.2 A Supervisory Board member has a potential conflict of interest if the Company intends to enter into a transaction with a legal entity:

- (a) in which that Supervisory Board member has a material financial interest;
- (b) whose management or supervisory board includes a member who has a family law relationship with that Supervisory Board member; or
- (c) where that Supervisory Board member has a management or supervisory position.

## 6.3 Consequences

6.3.1 A Supervisory Board member may not participate in the Supervisory Board's or a committee's deliberations and decision-making process on a subject where the Supervisory Board member is found to have a conflict of interest pursuant to clause 6.5.1. The Supervisory Board member does not qualify as a Supervisory Board member entitled to vote in relation to that subject.

## 6.4 Obligation to report

6.4.1 A Supervisory Board member, other than the Chairman or Vice-Chairman must, without delay, report any conflict of interest or potential conflict of interest to the Chairman, or in the Chairman's absence, the Vice-Chairman. The Chairman must, without delay, report any conflict of interest or potential conflict of interest to the Vice-Chairman or, in the Vice-Chairman's absence, to the other Supervisory Board members. The Vice-Chairman must, without delay, report any conflict of interest or potential conflict of interest to the Chairman or, in the Chairman's absence, to the other Supervisory Board members. The Supervisory Board member must provide all relevant information, including any relevant information concerning his or her spouse, registered partner or

other life companion, foster child and relatives by blood or marriage up to the second degree.

#### **6.5 Determination of conflicts of interest**

6.5.1 The Supervisory Board decides whether a Supervisory Board member has a conflict of interest, without the Supervisory Board member being present.

#### **6.6 At arm's length. Supervisory Board approval**

6.6.1 Management Board resolutions on a subject where the Supervisory Board has found one or more Supervisory Board members to have a conflict of interest require the approval of the Supervisory Board. The Supervisory Board may only grant its approval if the transaction is to be entered into by the Company on terms that are customary in the market.

### **7 RELATIONSHIP WITH THE MANAGEMENT BOARD, GENERAL MEETING, AND EMPLOYEE-PARTICIPATION BODIES**

#### **7.1 Main contact**

7.1.1 The Chairman is the main contact on behalf of the Supervisory Board for the Management Board, the General Meeting, and the Dutch works council.

7.1.2 The Vice-Chairman is the main contact on behalf the Supervisory Board in matters regarding the Chairman's performance.

#### **7.2 General Meeting - requests for information**

7.2.1 The Supervisory Board adequately provides any information the General Meeting requires, unless overriding interests (*zwaarwegende belangen*) of the Company or any laws, rules or regulations applicable to the Company prevent the Supervisory Board from doing so.

7.2.2 If the Supervisory Board decides not to provide the General Meeting with all information requested based on overriding interests of the Company, the Supervisory Board must explain this.

#### **7.3 Management Board - resolutions requiring Supervisory Board approval**

7.3.1 The Supervisory Board may make certain Management Board resolutions subject to Supervisory Board approval. These resolutions must be clearly specified and communicated in writing to the Management Board.

7.3.2 In addition to Management Board resolutions that are subject to the Supervisory Board's approval pursuant to the law and the Articles of Association, the Management Board Rules lists the resolutions that the Supervisory Board has made subject to Supervisory Board approval.

#### **7.4 Management Board - annual evaluation**

7.4.1 The Supervisory Board regularly, and at least annually, evaluates the performance of the Management Board and the Management Board members. The evaluation takes place without the Management Board members being present.

#### **7.5 Management Board members and majority shareholders - conflicts of interest**

7.5.1 The Supervisory Board is responsible for dealing with conflicts of interest between Management Board members or majority shareholders and the Company.

7.5.2 The rules of the Management Board set out the following rules on conflicts of interest for Management Board members:

- (a) a Management Board member must, without delay, report any conflict of interest or potential conflict of interest to the Chairman and the other Management Board members. The Management Board member must provide all relevant information, including any relevant information concerning his or her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree;
- (b) the Supervisory Board decides whether a Management Board member has a conflict of interest, without the Management Board member being present; and
- (c) Management Board resolutions on a subject where the Supervisory Board has found one or more Management Board members to have a conflict of interest (i) may only be adopted if the transaction is to be entered into by the Company on terms that are customary in the market, and (ii) require the approval of the Supervisory Board.

7.5.3 All transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the Company that are of material significance to the Company or to those persons, require the approval of the Supervisory Board. The Supervisory Board will only grant its approval if the transaction is to be entered into by the Company on terms that are customary in the market.

### **8 ANNUAL EVALUATION OF SUPERVISORY BOARD MEMBERS**

#### **8.1 Evaluation of Supervisory Board members**

8.1.1 The Chairman of the Supervisory Board is the main contact on behalf of the Supervisory Board regarding the performance of Supervisory Board members other than the Chairman. The Vice-Chairman is the main contact on behalf of the Supervisory Board regarding the Chairman's performance.

8.1.2 The Supervisory Board regularly, and at least annually, evaluates its own and the Supervisory Board members' performance.

### **9 POSITIONS OUTSIDE THE COMPANY**

- 9.1 Supervisory Board members must inform the Supervisory Board before accepting positions outside the Company.

## **10 CONFIDENTIALITY**

- 10.1 Each Supervisory Board member must treat all information and documentation obtained in connection with his or her position as Supervisory Board member with the necessary discretion, integrity and confidentiality.

## **11 MISCELLANEOUS**

- 11.1 The Supervisory Board may occasionally resolve not to comply with these rules.
- 11.2 The Supervisory Board may amend these rules.
- 11.3 If any provision of these rules is held to be or becomes invalid (in each case either in its entirety or in part) that provision will, to the extent of its invalidity, be deemed not to form part of these rules, but the validity of the remainder of these rules will not be affected.
- 11.4 These rules are governed exclusively by Dutch law.
- 11.5 Any disputes arising out of or in connection with these rules, including disputes concerning their applicability will be resolved by the courts in Amsterdam, the Netherlands.



## SCHEDULE 1 DEFINITIONS

"**Audit Committee**" means the committee of the Supervisory Board referred to in clause 3.2.1(a);

"**Articles of Association**" means the articles of association of the Company;

"**BW**" means the Dutch Civil Code (*Burgerlijk Wetboek*);

"**Chairman**" means the Supervisory Board member with the title Chairman, in accordance with clause 2.3.1;

"**Chief Executive Officer**" means the chief executive officer of the Company;

"**Chief Financial Officer**" means the chief financial officer of the Company;

"**Code**" means the Dutch Corporate Governance Code;

"**Company**" means TomTom N.V.;

"**Company Secretary**" means the company secretary appointed in accordance with clause 4.2;

"**General Meeting**" means the corporate body that consists of shareholders and all other persons with meeting rights / the meeting in which the shareholders and all other persons with meeting rights assemble;

"**Group**" means the Company and all entities included in the group (groep, within the meaning of article 2:24b BW) headed by it;

"**Management Board**" means the management board of the Company;

"**Management Board member**" means a member of the Management Board;

"**Remuneration Committee**" means the committee of the Supervisory Board referred to in clause 3.2.1(b);

"**Selection and Appointment Committee**" means the committee of the Supervisory Board referred to in clause 3.2.1(c);

"**Schedule**" means a schedule to these rules; and

"**Supervisory Board**" means the supervisory board of the Company;

"**Supervisory Board member**" means a member of the Supervisory Board; and

"**Vice-Chairman**" means the Supervisory Board member with the title Vice-Chairman, in accordance with clause 2.3.1.

## **SCHEDULE 2 GENERAL RESPONSIBILITIES OF THE SUPERVISORY BOARD**

- 1.1** The Supervisory Board supervises the policies, management and the general affairs of the Group. The Supervisory Board assists the Management Board with advice on general policies related to the Company and its business.
- 1.2** The Supervisory Board supervises how the Management Board determines its position on the long-term value creation strategy and how the Management Board implements that strategy. The Supervisory Board regularly discusses the strategy, the implementation of the strategy and the principal risks associated with it.
- 1.3** In fulfilling its responsibilities, the Supervisory Board is guided by the interests of the Company and its business, and takes into account the interests of the Company's stakeholders.
- 1.4** The responsibilities of the Supervisory Board include supervising and advising the Management Board with respect to the following responsibilities of the Management Board:
  - (a) setting the Company's management agenda;
  - (b) enhancing the Group's performance;
  - (c) developing a general strategy and taking into account risks connected to the Group's business activities;
  - (d) determining and pursuing operational and financial objectives;
  - (e) structuring and managing internal business control systems;
  - (f) overseeing the Group's financial reporting processes;
  - (g) ensuring the Group's compliance with applicable laws and regulations;
  - (h) ensuring compliance with and maintaining the Group's corporate governance structure;
  - (i) ensuring publication by the Company of any information required by applicable laws and regulations;
  - (j) preparing the Company's annual report, the annual budget and significant capital expenditures;
  - (k) monitoring corporate social responsibility issues; and
  - (l) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Management Board and the Supervisory Board in a timely fashion.
- 1.5** In addition, the responsibilities and tasks of the Supervisory Board include:
  - (a) drawing up the Company's diversity policy for the composition of the Management Board and the Supervisory Board;

- (b) selecting and nominating individuals for appointment by the General Meeting as Management Board member;
- (c) proposing the remuneration policy for Management Board members for adoption by the General Meeting and determining the remuneration and the employment terms for the individual Management Board members in conformity with the remuneration policy;
- (d) selecting and nominating individuals for appointment by the General Meeting as Supervisory Board members;
- (e) proposing the remuneration for Supervisory Board members for adoption by the General Meeting;
- (f) reviewing the performance of the Supervisory Board, its committees, and individual Supervisory Board members and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;
- (g) reviewing the performance of the Management Board and individual Management Board members and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;
- (h) selecting and nominating for appointment by the General Meeting of the Company's external auditor;
- (i) reviewing and approving any resolution of the Management Board concerning matters that require approval of the Supervisory Board pursuant to the law, the Articles of Association or clause 7.3.1 of the rules of the Supervisory Board; and
- (j) being responsible for the decision making on dealing with conflicts of interest regarding Management Board members, Supervisory Board members and majority shareholders in relation to the Company.

### **SCHEDULE 3 RESPONSIBILITIES OF THE CHAIRMAN AND THE VICE-CHAIRMAN**

#### **1.1 Chairman**

1.1.1 The Chairman is primarily responsible for ensuring that:

- (a) the Supervisory Board has proper contact with the Management Board, the Dutch works council and the General Meeting;
- (b) the Supervisory Board elects a Vice-Chairman;
- (c) there is sufficient time for deliberation and decision making by the Supervisory Board;
- (d) the Supervisory Board members receive all information that is necessary for the proper performance of their duties in a timely fashion;
- (e) the Supervisory Board and its committees function properly;
- (f) the performance of individual Management Board members and Supervisory Board members is assessed at least annually;
- (g) the Supervisory Board members and Management Board members follow their induction programme;
- (h) the Supervisory Board members and Management Board members follow their education or training programme;
- (i) the Management Board performs activities in respect of culture;
- (j) the Supervisory Board recognises signs from Company's business and ensures that any material misconduct and irregularities, or suspicion thereof, are reported to the Supervisory Board without delay;
- (k) the General Meeting proceeds in an orderly and efficient manner;
- (l) effective communication with shareholders is assured; and
- (m) the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process.

1.1.2 The Chairman acts on behalf of the Supervisory Board as the main contact for the Management Board, Supervisory Board members and shareholders.

1.1.3 The Chairman must consult regularly with the chairman of the Management Board.

#### **1.2 Vice-Chairman**

1.2.1 The Vice-Chairman deputises for the Chairman in the event that the position of Chairman is vacant (*ontstentenis*) or if the Chairman is unable to act (*belet*).

1.2.2 The Vice-Chairman acts as main contact for individual Supervisory Board members and Management Board members regarding the performance of the Chairman.