

REMUNERATION POLICY FOR THE MANAGEMENT BOARD OF TOMTOM NV

1. GENERAL

1.1. The objective of the Company's remuneration policy (the "**Remuneration Policy**") is to provide remuneration in a manner that:

- qualified and expert managers can be recruited and retained as members of the Management Board; and
- members of the Management Board are rewarded consistent with the Company's performance.

This Remuneration Policy shall apply *mutatis mutandis* to the members of the Senior Management of the Company.

1.2. According to the Company's Articles of Association, the Supervisory Board proposes and the General Meeting of Shareholders adopts the general remuneration policy to be allocated to members of the Management Board. External advisers may be consulted to provide advice and information to the Supervisory Board to assist in the development of the policy proposals.

1.3. Within the limits of this Remuneration Policy as adopted by the General Meeting of Shareholders, the Supervisory Board determines the remuneration of individual members of the Management Board.

2. STRUCTURE

2.1. The remuneration structure is divided into (i) a total cash compensation (consisting of a fixed and variable remuneration) ("**Cash Compensation**") and (ii) long-term incentives (consisting of stock options) ("**Stock Options**"), (iii) pension contributions and (iv) severance payments.

2.2. The Supervisory Board shall evaluate the remuneration structure regularly in order to ensure that it meets the objective of the Remuneration Policy.

2.3. In determining the remuneration of an individual member of the Management Board within the Remuneration Policy, the Supervisory Board will take into account factors such as the required competencies, skills and performance of the individual concerned and the specific role and responsibilities of the relevant position.

3. TOTAL CASH COMPENSATION

3.1. The fixed remuneration, consisting of base salary, of the members of the Management Board and Senior Management shall be benchmarked annually against a peer group of companies.¹

¹ The peer group of companies in the benchmark study carried out in February 2006 consisted of AEX and AMX companies, as well as international companies Garmin, Nokia and Vodafone Group plc.

- 3.2. The variable remuneration consists of the Management Team Bonus Scheme. The aggregate annual bonus pool is set at 1% of the Company's annual audited profit before tax (the "**Bonus Pool**").
- 3.3. The Bonus Pool is shared equally amongst the members of Management Board and the other members of the Senior Management, provided certain predetermined performance criteria that support the Company's long term and short term objectives are met.

4. LONG-TERM INCENTIVES

- 4.1. Long-term incentives are intended:
 - to encourage members of the Management Board to focus on the Company's long-term performance consistent with the Company's strategy; and
 - to align (more closely) the interests of the members of the Management Board with those of the shareholders.
- 4.2. Members of the Management Board are eligible to participate in Company's stock option plan. Stock Option grants are subject to the Company's stock option plan.
- 4.3. Stock Options are a conditional remuneration component, and become unconditional when the relevant Management Board member has fulfilled certain predetermined performance criteria after a period of at least three years from the grant date. This provision applies to Stock Option grants after made after 1 January 2006.

5. PERFORMANCE CRITERIA

- 5.1. At the beginning of each financial year the Chairman of the Management Board, in consultation with the relevant member of the Management Board, shall propose the performance criteria for such individual member of the Management Board to the Supervisory Board. The Supervisory Board shall then determine the performance criteria for individual members of the Management Board. The performance criteria will be based on the Company's strategic agenda, which includes financial targets, market share and qualitative targets. As these targets contain commercially sensitive information, the exact targets shall not be disclosed.
- 5.2. The Chairman of the Management Board shall update the Supervisory Board on the achievement against the individual performance criteria on a quarterly basis.
- 5.3. After the end of a financial year the Management Board shall prepare an evaluation of the past financial year. The evaluation shall include the extent to which the individual performance criteria have been met. On the basis of this evaluation and its own investigation, the Supervisory Board shall determine the remuneration of each of the individual members of the Management Board. The Supervisory Board may take special circumstances into consideration in determining the achievement of the qualitative targets.
- 5.4. The Management Board determines the performance criteria for individual

members of the Senior Management in the same manner as the Supervisory Board does for individual members of the Management Board.

6. PENSION

For the members of the Management Board, the Company's Employee Pension Scheme will apply.

The two main features of this Pension Plan are:

- Retirement at age 65;
- Contributions to be paid by the Company on behalf of a member of the Management Board are based on base salary, up to a maximum of 10% of his pensionable salary.

7. SEVERANCE PAYMENTS

If the employment of a member of the Management Board is terminated by or on the initiative of TomTom, then the relevant Management Board member shall be entitled to a fixed amount of 50% of his annual base salary, including holiday allowance (if applicable), unless the employment is terminated for cause within the meaning of the articles 7:677, paragraph (1) and 7:678 of the Dutch Civil Code, in which situation the Management Board member is not entitled to any severance. This amount will be due in addition to the salary payable to members of the Management Board during the agreed notice period of 12 months. A member of the Management Board will not be entitled to the severance if the employment is terminated by him or on his initiative.

8. OTHER CONTRACT TERMS

In addition to the remuneration structure set out in this Remuneration Policy, members of the Management Board are entitled to remuneration components such as medical insurance, death and disability insurance and benefit from Directors & Officers Liability insurance coverage. The Company does not provide loans to members of the Management Board. There are no loans currently outstanding.