



WHISTLEBLOWER PROCEDURE TOMTOM N.V.

1. General

- 1.1 This Whistleblower Procedure was adopted by the management board of TomTom N.V. (the “Management Board”) on 26 May 2005.
- 1.2 This Whistleblower Procedure ensures that employees of TomTom N.V. or any of its group companies (jointly the "Group Companies" or individually the "Group Company") have the possibility of reporting alleged irregularities of a general, operational and financial nature in any of the Group Companies to a reporting official designated by the chairman of the Management Board (the “Reporting Official”), without jeopardizing their legal position as a result of the report, if and to the extent the employee(s) who reported an alleged irregularity acted in good faith (*te goeder trouw*).

2. Reporting Official

- 2.1 The Reporting Official shall be designated by the chairman of the Management Board (the “Chairman”).
- 2.2 The Reporting Official shall ensure that the Chairman is informed regularly about his functioning and any pending or expected complaints of employees by virtue of this Whistleblower Procedure.
- 2.3 The Reporting Official may in his sole discretion carry out any investigation which he considers to be necessary or desirable to carry out his duties. The relevant Group Company shall cooperate in the investigation carried out by the Reporting Official.
- 2.4 The Reporting Official shall ensure that separate files are maintained for all reported complaints of employees. The Chairman shall have access to these files.

3. Procedure

- 3.1 Each employee of the Group Companies may report alleged irregularities of a general, operational and financial nature in the Group Companies to the Reporting Official, without jeopardizing his legal position.

- 3.2 Alleged irregularities concerning the functioning of the members of the Management Board shall also be reported to the Reporting Official. The Reporting Official shall forthwith report such complaint to the supervisory board of TomTom N.V. (the “Supervisory Board”).
- 3.3 The Reporting Official shall record the date on which the employee reported the complaint (the “Record Date”). If the matter in question so requires, the Reporting Official shall also record the exact time on which the complaint was reported by the employee.
- 3.4 The Reporting Official shall forthwith perform a preliminary investigation with respect to all reported complaints of employees and the Reporting Official shall ensure that all such reported complaints are duly processed. Based on the findings of such preliminary investigation, the Reporting Official shall consider whether any further investigation is necessary. If the Reporting Official considers it necessary that further investigation shall be carried out, he shall inform the Chairman and the chairman of the Supervisory Board. If no further investigation is necessary, the Reporting Official shall inform the employee thereof in writing.
- 3.5 In view of the further investigation carried out by the Reporting Official, the Reporting Official shall prepare a written report within four (4) weeks following the Record Date (the “Report”), unless the urgency of the reported complaint requires otherwise. The Report shall contain the conclusions, findings and recommendations of the Reporting Official with respect to the reported complaint. The Reporting Official shall submit the Report to the Management Board. Unless there are serious grounds for not doing so, the Report shall be submitted to the employee concerned simultaneously. In the event the reported complaint concerns the functioning of the Management Board, the Report shall be submitted to the Supervisory Board.
- 3.6 The employee concerned and the Management Board respectively the Supervisory Board shall not disclose the contents of the Report, unless required by law.

4. Experts and advisors

- 4.1 The Reporting Official may in his sole discretion consult and instruct outside experts and advisors, including the outside legal advisors of any of the Group Companies and the external auditors of any of the Group Companies, as he deems necessary to carry out his duties properly. Any costs with respect to the consultation and instruction of such experts and advisors shall be borne by TomTom N.V.
- 4.2 The experts or advisors as referred to in paragraph 1 of this Article, may carry out an investigation on behalf of the Reporting Official which the Reporting Official determines to be necessary or desirable. The relevant Group Company shall cooperate in the investigation carried out by the experts or advisors on behalf of the Reporting Official.

5. Confidentiality

The Reporting Official shall treat all information and documents obtained in his capacity as Reporting Official as strictly confidential. Documents and information concerning employees of any of the Group Companies shall not be disclosed without the prior consent of the employee concerned, unless required by law. The Reporting Official shall ensure that this provision shall equally apply to the experts or advisors as referred to in Article 4.1 of this Whistleblower Procedure.

6. Complaints concerning the Reporting Official

Alleged irregularities concerning the functioning of the Reporting Official shall be reported to the chairman of the Supervisory Board. The Articles 3.1, 3.3 up to and including 3.5, 4 and 5 apply mutatis mutandis to the chairman of the Supervisory Board when investigating alleged irregularities concerning the functioning of the Reporting Official.

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