



ANNUAL REPORT 2014







ICONS by category

DRIVE

-  CAR
-  MOTORCYCLE
-  CAMPER & CARAVAN
-  TRUCK

SPORT

-  RUNNING
-  CYCLING
-  SWIMMING
-  GOLF

PRODUCT-RELATED

-  CONNECTED CAR
-  DIGITAL MAP
-  MULTINET-R
-  REAL-TIME TRAFFIC INFORMATION
-  NAVKIT NAVIGATION ENGINE
-  NAVCLOUD
-  CLOUD-BASED PRODUCTS
-  WEBFLEET
-  TELEMATICS APP CENTER
-  FLEET

FINANCE & STRATEGY

-  ACCOUNTING POLICIES
-  SIGNIFICANT ESTIMATES
-  OUTLOOK
-  STRATEGY

FORWARD-LOOKING STATEMENTS/IMPORTANT NOTICE

This document contains certain forward-looking statements with respect to the financial condition, results of operations and business of TomTom NV (the company) and certain of the plans and objectives of TomTom and its subsidiaries (together with the company referred to as 'the group') with respect to these items. In particular the words 'expect', 'anticipate', 'estimate', 'may', 'should', 'would', 'believe' and similar expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. Actual results may differ materially from those expressed in these forward-looking statements, and you should not place undue reliance on them. We have based these forward-looking statements on our current expectations and projections about future events, including numerous assumptions regarding our present and future business strategies, operations and the environment in which we will operate in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. These factors include, but are not limited to, levels of customer spending in major economies, changes in consumer tastes and preferences, changes in law, the performance of the financial markets, the levels of marketing and promotional expenditures by the group and its competitors, raw materials and employee costs, changes in exchange and interest rates (in particular changes in the USD and GBP versus the euro can materially affect results), changes in tax rates, future business combinations, acquisitions or disposals, the rate of technological changes, political and military developments in countries where the company operates and the risk of a downturn in the market.

Statements regarding market share, including the company's competitive position, contained in this document are based on outside sources such as specialised research institutes, industry and dealer panels in combination with management estimates. Where full year information regarding 2014 is not yet available to the company, these statements may also be based on estimates and projections prepared by outside sources or management. Market shares are based on sales in units unless otherwise stated. The forward-looking statements contained refer only to the date in which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this annual report.

Board member	Year of grant	Outstanding 1 Jan 2014	Granted in 2014	Expired in 2014	Forfeited in 2014	Outstanding 31 Dec 2014 ¹	Exercise price (€)	Expiry date
	2013	155,000				155,000	3.36	8-05-20
	2014		150,000			150,000	4.93	13-05-21
TOTAL		1,984,500	610,000	0	-183,750	2,410,750		

¹ The options granted in 2013 are conditional upon fulfilment of certain (performance) vesting conditions hence they are not yet vested. The 2014 options have no performance conditions and will vest in 3 years after the grant date assuming the members of the Management Board are still in service of the company. As the vesting conditions for the options granted in 2012 were not fully met, part of those options were forfeited.

For a description of the stock option plans, reference is made to [note 7. Share-based compensation](#).

Overview of remuneration of the members of the Supervisory Board

(€)	2014	2013
Peter Wakkie (Chairman) ¹	56,667	48,000
Karel Vuursteen ²	20,333	61,000
Doug Dunn	47,000	47,000
Guy Demuyneck	51,000	51,000
Rob van den Bergh ²	15,667	47,000
Ben van der Veer	50,000	50,000
Toine van Laack ³	47,000	31,333
Jacqueline Tammenoms Bakker ⁴	32,000	0
Anita Elberse ⁴	31,333	0
TOTAL	351,000	335,333

¹ Peter Wakkie was appointed Chairman as of 1 May 2014.

² Karel Vuursteen and Rob van den Bergh resigned on 1 May 2014.

³ Toine van Laack serves as a member of the Supervisory Board from 23 April 2013.

⁴ Jacqueline Tammenoms Bakker and Anita Elberse serve as members of the Supervisory Board from 1 May 2014.

34. Related party transactions

The expenses relating to remuneration of key management personnel are presented in the following table:

(€)	Salary and bonus ¹	Other short-term ² benefits	Post employment benefits	Share-based expenses	Total remuneration
2014					
Management board and senior management ³	2,588,885	222,095	115,587	727,803	3,654,370
Supervisory Board	351,000	0	0	0	351,000
2013					
Management board and senior management	4,705,411	441,964	94,250	723,943	5,965,568
Supervisory Board	335,333	0	0	0	335,333

¹ In 2014, the total bonus expense amounted to €1.0 million versus €2.2 million in 2013.

² In 2014, Other short-term benefits of the Management Board and senior management included the employer's portion of social securities of €125 thousand (2013: €96 thousand). The 2013 amount included the crisis levy of €289 thousand. Although the expenses relating to the crisis levy do not represent actual benefits paid to the Management Board and senior management they have been included in the table above as these expenses were incurred in relation to their employment.

³ The composition of Management Board and senior management changed from 7 to 4 in December 2013.

Certain key management personnel also hold ownership interests in TomTom NV, as disclosed in the Corporate Governance section under [Notification of substantial shareholdings and short positions](#).

In the normal course of business, the group receives map development and support services from its associate Cyient Ltd. Such transactions take place at normal market conditions and the total payments made for these services in 2014 amounted to €18.9 million (2013: €17.5 million). There was no outstanding payable due to Cyient Ltd. as at 31 December 2014 (31 December 2013: €1.9 million). Transactions and balances with other associates are not material and hence are not disclosed.

35. Auditor's remuneration

The total remuneration to Deloitte Accountants BV for the statutory audit of 2014 for the group amounted to €445,000 (2013: €445,000). The total service fees paid/payable to the Deloitte network amounted to €763,000 (2013: €935,000). Included in the total remuneration is an amount of €558,000 (2013: €578,000) invoiced by Deloitte Accountants BV, which includes an amount of €73,000 (2013: €73,000) for other statutory audits and €60,000 (2013: €60,000) for audit-related services. The service fees paid to the Deloitte Network included an amount of €117,000 (2013: €289,000) relating to tax services and €68,000 (2013: €68,000) relating to statutory audits. Details of the audit, audit-related and non-audit fees paid to Deloitte can also be found in the [Audit Committee Report](#).