

NOTICE

TomTom N.V. (the "Company") invites its shareholders to its Annual General Meeting to be held at Pakhuis De Zwijger, Piet Heinkade 179, 1019 HC Amsterdam, the Netherlands on **Wednesday 15 April 2020 at 10:00 (CET)** (the "General Meeting")

Agenda

1. Opening and announcements
- Review of the financial year 2019**

2. Report by the Management Board of the financial year 2019
3. Dividend policy
4. Remuneration in the financial year 2019 voting
- Financial statements 2019**

5. Adoption of the financial statements 2019 voting
6. Release from liability of the members of the Management Board voting
7. Release from liability of the members of the Supervisory Board voting
- Remuneration Policy**

8. Adjustment of the Remuneration Policy for the Management Board voting
9. Adjustment of the Remuneration Policy for the Supervisory Board voting
- Composition of the Management Board**

10. Re-appointment of Mr. De Taeye as a member of the Management Board voting
- Composition of the Supervisory Board**

11. Announcement of a change to the composition of the Supervisory Board
- Shares**

12. Authorisation of the Management Board to have the Company acquire its own shares voting
13. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% for general purposes voting
14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13 voting
15. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% in connection with/on the occasion of mergers, acquisitions and/or (strategic) alliances voting
16. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 15 voting
17. Any other business
18. Close



The procedure for registration and representation at the General Meeting is described below.

General Meeting documents

The following documents are available on our website and through <https://ing.evo-platform.com/tomtom> or www.securitiesinfo.com:

- The agenda and notice of the General Meeting;
- The explanatory notes to the agenda, including, among others, information regarding the nominated member of the Management Board, the main elements of his remuneration package, the Remuneration Policy for the Management Board and the Supervisory Board; and
- TomTom's financial statements 2019 and annual report 2019.

As of today, these documents are also available for inspection and can be obtained free of charge at the office of the Company, De Ruijterkade 154, 1011 AC Amsterdam and at the office of ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam ("ING").

Record Date

The shareholders of the Company (the "Shareholders") will be entitled to vote and/or attend the General Meeting provided they (i) are registered as such on **18 March 2020**, after processing of all settlements of that date (the "**Record Date**"), in one of the registers mentioned below, and (ii) have submitted their application to attend this meeting in accordance with the procedure as set out below.

Registration

The Management Board of the Company has designated as register or sub-register (i) the Company's shareholders' register and (ii) the records of the intermediaries as defined in the Act on security transaction by giro or bank (*Wet giraal effectenverkeer*) showing those entitled to the shares in the Company at the Record Date.

Shareholders who either in person or by proxy wish to attend the General Meeting, should register for the General Meeting between **19 March 2020 and 8 April 2020 (registration closes at 12:00 CET)**.

Shareholders must apply for registration at <https://ing.evo-platform.com/tomtom> or contact their intermediary at which their shares are administered.

The intermediaries are requested to provide ING with an electronic statement that includes the number of shares held on the Record Date by the relevant Shareholder(s) and the number of shares which have been applied for registration **at the latest by 8 April 2020, 12:00 CET**. With the application, intermediaries are requested to include the full address details of the relevant Shareholder(s) (and whether such holder will be represented at the General Meeting by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration, ING will issue a registration certificate via the relevant intermediaries that serves as an admission ticket to the General Meeting.

Voting by proxy

Once registered in accordance with the procedure stated above, Shareholders who wish to be represented at the General Meeting may give voting instructions electronically to civil-law notary Mrs. mr C. Hagendijk (or her deputy) of notarial firm Mr M.J. Meijer Notarissen N.V. via <https://ing.evo-platform.com/tomtom> **no later than 8 April 2020, 12:00 CET**.

Shareholders who wish to be represented at the General Meeting by another person, may for that purpose also use a physical form of power of attorney which can be found [here](#). The duly completed and executed power of attorney must be received by ING for the attention of Issuer Services (TRC 02.039), Foppingadreef 7, 1102 BD Amsterdam, the Netherlands, or by e-mail: iss.pas@ing.com, **no later than 8 April 2020, 12:00 CET**.

Voting at the General Meeting by using your own tablet/smartphone

From this year on it is possible for you to vote on the various resolutions at the General Meeting using your own tablet or smartphone. To participate in the General Meeting, you will need to download the Lumi AGM App on to your smartphone or tablet. The voting app is available for Android and iOS- operated devices only and can be downloaded from the Google Play Store or the Apple App Store by searching by app name "**Lumi AGM**".





We kindly advise you to download the app prior to your registration. Once you have downloaded the Lumi AGM app, you will be asked to enter a Meeting ID.

You will receive your Meeting ID, username and password at the registration desk of the General Meeting. Please make sure your smartphone or tablet is sufficiently charged. If you don't have an Android or IOS device, or if you don't wish to download the app you can use the website <https://web.lumiagm.com>.

Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 09:00 CET until the commencement of the General Meeting at 10:00 CET**. After this time, registration for admission is no longer possible. Persons entitled to attend the General Meeting must present a valid admission ticket for the General Meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 4 March 2020

TomTom N.V.
The Management Board

