

## NOTICE

TomTom N.V. (the "Company") invites its shareholders to its Annual General Meeting, which takes place virtually on **Monday 15 June 2020 at 14:00 CEST** (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

### **Articles of Association**

11. Proposal to amend the Articles of Association of the Company voting

### **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

TomTom N.V. today convenes its Annual General Meeting ("General Meeting") which will take place fully virtual this year. TomTom believes that a virtual meeting is the most prudent decision, considering the current guidelines from the Dutch government surrounding the COVID-19 pandemic. A virtual meeting avoids unnecessary health risks for all participants.

Shareholders may attend, participate and cast their vote through the use of electronic means. See below for the procedure to be followed. The meeting will allow for interaction with shareholders in accordance with the emergency bill for Dutch legal entities during COVID-19 outbreak regarding annual general meetings which entered into force on 24 April 2020 (*Tijdelijke wet COVID-19 Justitie en Veiligheid*). TomTom's Virtual General Meeting Policy applies to all shareholders who wish to attend, participate and vote at the General Meeting through the online platform provided. This Virtual General Meeting Policy can be found on our website.

### General Meeting documents

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

- The notice of the General Meeting;
- The agenda and explanatory notes, including, among others, information regarding the nominated member of the Management Board, and the main elements of his remuneration package;
- TomTom's financial statements 2019 and annual report 2019;
- The Management Board Remuneration Policy and the Supervisory Board Remuneration Policy;
- A triptych (Dutch and unofficial English translation) reflecting the proposed amendments to the Articles of Association of the Company (also available via TomTom); and
- The Virtual General Meeting Policy.

### 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 May 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 wish to attend the General Meeting either virtually or by proxy, should register for the General Meeting between **19 May 2020 and 8 June 2020 (registration closes at 12:00 CEST)**. Shareholders who wish to attend the meeting virtually are required to provide a telephone number and e-mail address to ING in accordance with the Terms of Use of ING.

Shareholders must apply for registration at <https://ing.evo-platform.com/tomtom> or contact their intermediary at which their shares are administered. Virtual attendance may not be available if a Shareholder's intermediary does not support online voting.

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 June 2020 at 12:00 CEST**.

With the application, intermediaries are requested to include the full address details including telephone number and email address of the relevant Shareholder(s) and whether such holder will be represented at the General Meeting by proxy or will vote electronically, in order to efficiently verify the shareholding on the Record Date.



### Virtual Attendance – Login Credentials

Shareholders who wish to attend the General Meeting virtually should follow the below procedure to obtain login credentials:

- From **9 June 2020** until **12 June 2020 at 14:00 CEST**, Shareholders can apply for login credentials for the Lumi AGM Platform at: [www.smartagm.com](http://www.smartagm.com), where Shareholders will go through an identification and verification process in order to acquire these login credentials; and
- Shareholders' personal username will be sent by e-mail 24 hours before the General Meeting together with the weblink to the Lumi AGM Platform ([web.lumiagm.com](http://web.lumiagm.com)).

Further information and explanation will also be made available on our website and on the ING EVO registration platform prior to 9 June.

Please make sure to request login credentials before **12 June 2020 at 14:00 CEST**. Shareholders who have not requested login credentials before the above-mentioned date cannot attend the General Meeting through the Lumi AGM Platform.

### Virtual Attendance - General Meeting

Shareholders can either attend the General Meeting (1) by logging in on the browser version of the Lumi AGM Platform ([web.lumiagm.com](http://web.lumiagm.com)) or (2) by using their smartphone/tablet and download the Lumi AGM App. The Lumi AGM App is available for Android and iOS-operated devices only and can be downloaded from the Google Play Store or the App Store by searching by app name "Lumi AGM". The received login credentials can be used to login to either the Lumi AGM Platform or the Lumi AGM App.

The Virtual General Meeting [Policy](#) applies to Shareholders who attend the meeting via the Lumi AGM Platform or through the Lumi AGM App.

### 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 June 2020, 12:00 CEST**.

### Electronic voting

In accordance with the emergency bill for Dutch legal entities during COVID-19 outbreak regarding annual general meetings which entered into force on 24 April 2020 (*Tijdelijke wet COVID-19 Justitie en Veiligheid*), TomTom will offer Shareholders the option to cast their votes by electronic means during the General Meeting. Shareholders registered in accordance with the procedure stated above will be able to vote online through either (1) the Lumi AGM Platform ([web.lumiagm.com](http://web.lumiagm.com)) or (2) by using the Lumi AGM App.

### Admission to the General Meeting

Shareholders will be able to log in for virtual admission to the General Meeting on Monday 15 June 2020 from 13:00 CEST until the commencement of the meeting at 14:00 CEST. Shareholders must log in on the Lumi AGM Platform or in the Lumi AGM App by entering their login credentials before 14:00 CEST. Shareholders who log in after 14:00 CEST are not entitled to vote, but will only have access to the live stream to follow the General Meeting.

### Asking Questions on agenda items

Shareholders are invited to submit questions relating to voting items on the agenda prior to the General Meeting to [ir@tomtom.com](mailto:ir@tomtom.com), **before Friday 12 June 2020 at 14:00 CEST**. These questions will be addressed during the General Meeting. Shareholders will be able to ask follow-up questions on earlier submitted questions during the General Meeting through a chat box.

Amsterdam, 4 May 2020

TomTom N.V.  
The Management Board

