



NOTICE

TomTom N.V. (the “Company” or “TomTom”) invites its shareholders to attend its annual general meeting, which takes place on **Tuesday 15 April 2025 at 10:00 CEST** at the Company’s headquarters, located at De Ruijterkade 154, 1011 AC Amsterdam (the “General Meeting”).

Agenda

1. Opening and announcements

Review of the financial year 2024

2. Report by the Management Board of the financial year 2024
3. Dividend policy
4. Advisory vote on the 2024 Remuneration Report **voting**

Financial statements 2024

5. Adoption of the financial statements 2024 **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**

Composition of the Management Board

8. Reappointment of Harold Goddijn as a member of the Management Board **voting**

Composition of the Supervisory Board

9. Appointment of Pete Thompson as a member of the Supervisory Board **voting**

Shares

10. Authorization of the Management Board to have the Company acquire its own shares **voting**
11. Authorization of the Management Board to issue ordinary shares or grant rights to subscribe for ordinary shares up to 10% for general purposes **voting**
12. Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 11 **voting**

Appointment of external auditor

13. Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor to carry out the assurance review of the Company’s sustainability statements for the financial years 2025 and 2026 **voting**

14. Any other business
15. Close

EXPLANATORY NOTES TO THE AGENDA

Item 2: Report by the Management Board of the financial year 2024

Harold Goddijn, Chief Executive Officer, will present the view of the Company's management board (the "Management Board") on the key developments of 2024 and the first quarter of 2025.

The General Meeting will be invited to discuss the annual report for the financial year 2024.

Item 3: Dividend policy

The Company's dividend policy remains unchanged. The Company gives priority to technology investments to strengthen its capabilities and competitive position. The Company believes that allocating its cash resources to these priorities serves shareholders' interests and the Company's objective of sustainable long-term value creation.

The General Meeting is invited to discuss this policy.

Item 4: Advisory vote on the 2024 Remuneration Report
(voting item)

Our Remuneration Report describes the implementation of the Remuneration Policy for the Management Board and the Company's supervisory board (the "Supervisory Board") in 2024, which is set out on [pages 38-52](#) of our annual report 2024 and is made available on our [corporate website](#) as a stand-alone document.

The Remuneration Report is subject to an advisory vote in line with article 2:135b sub 2 of the Dutch Civil Code. It is proposed to cast a favorable advisory vote.

The General Meeting is invited to discuss the Remuneration Report.

Item 5: Adoption of the financial statements 2024
(voting item)

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2024. PricewaterhouseCoopers Accountants N.V. ('PwC') will present the highlights and key issues that follow from their audit as the Company's external auditor for the financial statements.

Item 6: Release from liability of the members of the Management Board
(voting item)

It is proposed to the General Meeting to release the members of the Management Board in office during the financial year 2024 from liability towards the Company for their management insofar as such management is apparent from the financial statements and annual report for the financial year 2024 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2024.

Item 7: Release from liability of the members of the Supervisory Board
(voting item)

It is proposed to the General Meeting to release the members of the Supervisory Board in office during the financial year 2024 from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2024 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2024.

Item 8:
(voting item)

Reappointment of Harold Goddijn as a member of the Management Board

Harold Goddijn was reappointed for a term of four years as a member of the Management Board at the annual general meeting held on 15 April 2021. His current term of office will end after the General Meeting.

Harold Goddijn (64, Dutch) is one of the founders of TomTom and has been Chief Executive Officer (CEO) since 2001. During his 24 years as CEO, with his drive and commitment, he has led the business through a rapidly evolving environment to meet the expectations of today's customers and stakeholders. Harold possesses extensive knowledge and a profound understanding of both the TomTom business and the broader market landscape. Harold's expertise, combined with many years of experience and effective performance as a member of the Management Board, adds substantial value to the Company and its stakeholders. As the Company continues to innovate and lead in location technology, Harold's vision and commitment will be crucial in driving the Company's future success.

The Supervisory Board is therefore pleased that Harold remains available to continue to fulfill this position. It is proposed to reappoint Harold as member of the Management Board, following the Supervisory Board's binding nomination, for a period of four years. In accordance with the Company's articles of association, the term of appointment of Harold will expire at the end of the Annual General Meeting to be held in 2029.

For further information about Harold, reference is made to his biography, as reflected on [page 25](#) of the annual report 2024 and on [our website](#). The components of Harold's remuneration package are set out in the Remuneration Report included in the annual report 2024 on [pages 38-52](#).

Harold complies with the statutory regime limiting the number of management board positions that may be held by management board members under Dutch law and the Dutch Corporate Governance Code.

Item 9:
(voting item)

Appointment of Pete Thompson as a member of the Supervisory Board

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination for the appointment of Pete Thompson as a member of the Supervisory Board.

Pete Thompson (56, American) was the Senior Vice President and Chief Product Officer at eBay from 2019 to 2022. Before joining eBay, Pete served as Vice President at Amazon from 2017 to 2019. Before that, Pete has held various management and executive director positions and companies operating in the tech industry, including Microsoft, Sonos, and T-Mobile.

Pete has served as a non-executive director of Cadent (2022-2024), E.W. Scripps (Member of the Compensation Committee, 2017-2018), Sigma Designs (Chair of the Compensation Committee and member of the Audit Committee, 2013-2018), and Seawell Networks (2013-2014).

Pete holds a B.A. in International Economics from the University of California, Los Angeles, and an MBA from the Kellogg School of Management at Northwestern University. For a detailed overview of Pete's career, please refer to our [press release](#) on Pete's nomination.

It is proposed to appoint Pete as member of the Supervisory Board, following the Supervisory Board's binding nomination, for a period of four years. In accordance with the Company's articles of association, the term of appointment of Pete will expire at the end of the Annual General Meeting to be held in 2029.

Upon his appointment as member of the Supervisory Board, Pete will also become a member of the Audit Committee.

Pete's appointment aligns with the statutory regulations limiting the number of supervisory board positions held by members under Dutch law, as well as with the independence criteria outlined in the Dutch Corporate Governance Code and the Supervisory Board profile.

Pete does not hold any shares in the capital of the Company.

Item 10:
(voting item)

Authorization of the Management Board to have the Company acquire its own shares

In accordance with article 7 of the Company's articles of association, subject to certain conditions, the Company may acquire fully paid-up shares in the capital of the Company for consideration, subject to the authorization of the General Meeting.

It is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e., from 15 April 2025 up to and including 15 October 2026) to acquire shares in the capital of the Company subject to approval of the Supervisory Board.

The purpose of this proposal is to give the Management Board the authorization to return capital to the Company's shareholders, to cover obligations under share-based compensation plans, to reduce the Company's share capital, or for other purposes. The acquisition of ordinary shares may take place on the stock exchange or otherwise, under the following conditions:

- (i) up to ten per cent (10%) of the issued share capital on 15 April 2025; and
- (ii) at a minimum purchase price of the nominal TomTom share value and a maximum of 110% of the average closing price of a TomTom share on Euronext Amsterdam during the five trading days preceding the day of purchase, provided that for self-tender offers, accelerated repurchase arrangements and other similar repurchase programs as determined by the Management Board, the average closing price shall be based a period as determined by the Management Board, which shall be at least one trading day.

When this authorization is approved by the General Meeting, the current authorization as granted per 17 April 2024 will cease to apply.

Item 11:
(voting item)

Authorization of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) for general purposes

The Management Board considers that it is in the Company's best interest to be able to react in a timely manner when certain opportunities arise that need the issuance of ordinary shares. Therefore, the Management Board wishes to be authorized to issue ordinary shares and to grant rights to subscribe for such shares when such occasions occur, without the need to obtain prior approval from its shareholders at an extraordinary general meeting, which would take valuable time to convene and may create disruptive market speculation.

It is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e., from 15 April 2025 up to and including 15 October 2026) and subject to the prior approval of the Supervisory Board, to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) of the number of issued ordinary shares as per 15 April 2025, which can be used for general purposes, including but not limited to M&A, and the execution of the Company's long-term incentive plans.

When this authorization is approved by the General Meeting, the current authorization as granted per 17 April 2024 will cease to apply.

Item 12:
(voting item)

Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 11

For the Management Board to effectively use the authorization as proposed under agenda item 11, the statutory pre-emptive rights of shareholders of ordinary shares should be excluded or restricted.

It is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e., from 15 April 2025 up to and including 15 October 2026) and subject to the prior approval of the Supervisory Board, to resolve to exclude or restrict the pre-emptive rights of shareholders in relation to ordinary shares, which shares can be issued or which rights can be granted pursuant to the authority as mentioned under agenda item 11.

The proposal under this agenda item can only be adopted by a qualified majority of at least two-thirds of the votes cast if less than 50% of the issued capital is represented at the General Meeting.

If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt this proposal.

When this authorization is approved by the General Meeting, the current authorization as granted per 17 April 2024 will cease to apply.

Item 13:
(voting item)

Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor to carry out the assurance review of the Company's sustainability statements for the financial years 2025 and 2026

At the general meeting of 2023, PwC was appointed as the external auditor for the consolidated and stand-alone annual financial statements of the Company for the financial years 2024, 2025 and 2026.

The European Corporate Sustainability Reporting Directive (“**CSRD**”) prescribes that an audit firm must be appointed to carry out the assurance of the Company's sustainability statements. It is expected that the Company will become subject to this requirement in 2025, following the transposition of the CSRD into Dutch law. In anticipation of this, the Supervisory Board proposes to the General Meeting to appoint PwC as the Company's external auditor to carry out the assurance review of, and issue a limited assurance opinion on, the Company's sustainability statements for the financial years 2025 and 2026.