

Explanatory notes to the agenda

of the Extraordinary General Meeting of TomTom N.V. ("TomTom" or the "Company") to be held at Pakhuis De Zwijger, Piet Heinkade 179, Amsterdam, the Netherlands on 18 March 2019, beginning at 14:00 (CET) (the "General Meeting").

This General Meeting is organised to facilitate a shareholder decision on i) the envisaged transaction with Bridgestone Europe NV/SA under which TomTom will sell and transfer its Telematics business (the "Transaction") to Bridgestone Europe NV/SA, and ii) the proposed distribution of the majority of the proceeds resulting from the Transaction through a capital repayment combined with a share consolidation.

Agenda item 2

It is proposed to approve the sale and transfer by TomTom of the TomTom Telematics business to Bridgestone Europe NV/SA. The Transaction allows the Telematics business to accelerate its growth trajectory and allows TomTom to become a more focused and agile company, shaping the future of driving with highly accurate maps, navigation software and real-time traffic information and services.

TomTom intends to return the majority of the net proceeds of the Transaction to its shareholders through a capital repayment, following shareholder approval of the Transaction, which will be further discussed in Agenda item 3.

A further explanation regarding the proposed Transaction is included in the shareholders circular (the "Shareholders Circular"). The Shareholders Circular forms part of these explanatory notes and is available on the Company's website (www.tomtom.com/company).

Agenda item 3

Introduction

In relation to the sale of the TomTom Telematics business, the Management Board and the Supervisory Board determined to return an aggregate amount of EUR 750 million to the Company's shareholders. The return will be distributed through a capital repayment combined with a share consolidation.

At this EGM, the Company requests approval from the General Meeting for the capital repayment combined with a share consolidation.

Capital repayment and share consolidation

The three steps through which the capital repayment and share consolidation will be effected are summarised below. Each step will be implemented by a separate deed of amendment of the Articles of Association. A text of the proposed amendments to the Articles of Association reflected in a triptych (a comparison with the present Articles of Association) in Dutch and an unofficial English translation and the relevant explanatory notes are available for inspection at the offices of the Company, De Ruijterkade 154, 1011 AC Amsterdam, the Netherlands and are available on the Company's website (www.tomtom.com/company).

A further specification and explanation regarding the proposed capital repayment and share consolidation is included in the Shareholders Circular.

The Management Board, with the approval of the Supervisory Board, proposes the following to the General Meeting.

3(a) Proposal to amend the Articles of Association to increase the nominal value of the shares

It is proposed to the General Meeting to amend the Articles of Association in accordance with the draft deed of amendment of the Articles of Association as reflected in the triptych referred to above to, amongst other things, increase the nominal value of each ordinary share (the "Shares" and each a "Share") from EUR 0.20 to a value that will follow from the consolidation ratio and as will be determined by the Management Board on the basis of the formula as set out in the Shareholders Circular. The new nominal value of the Shares will be in the range from EUR 3 up to and including EUR 4. The increase in nominal value will be paid up from the share premium reserve.

3(b) Proposal to amend the Articles of Association to execute the share consolidation

It is proposed to the General Meeting to amend the Articles of Association in accordance with the draft deed of amendment of the Articles of Association as reflected in the triptych referred to above to, amongst others, consolidate the Shares, having a nominal value determined in the amendment of the Articles of Association under item 3(a), which will be in the range from EUR 3 up to and including EUR 4, to an amount of Shares with a nominal value in the range of EUR 4 up to and including EUR 17, calculated on the basis of the formulas as set out in the Shareholders Circular, which will be determined by the Management Board.

As a result of the share consolidation and rounding differences, fractional shares could be created. The second amendment provides a basis for fractional shares and specifies the rights attached to fractional shares, if this should occur.

3(c) Proposal to amend the Articles of Association to reduce the nominal value of the shares, including a reduction of capital

It is proposed to the General Meeting to amend the Articles of Association in accordance with the draft deed of amendment of the Articles of Association as reflected in the triptych referred to above to, amongst others, reduce the nominal value of each Share from the amount it was raised to in connection with the share consolidation proposed in item 3(b) back to EUR 0.20, and a capital repayment, to be determined by the Management Board on the basis of the formulas set out in the Shareholders Circular, to the shareholders of in aggregate approximately EUR 750 million, provided that - in connection with rounding differences - the repayment will not be less than EUR 747,022,493 and not more than EUR 751,531,684. The difference between the nominal value of the Shares before the reduction and the repayment of capital will be added to the share premium reserve.

Each of the agenda items 3(a), 3(b) and 3(c) also includes an authorisation to each member of the Management Board and each lawyer, (candidate) civil law notary and paralegal working at De Brauw Blackstone Westbroek N.V. to execute the deeds of amendment of the Articles of Association as referred to under agenda item 3(a), 3(b) and 3(c).

The proposals under 3(a) through 3(c) will be put to a vote of the General Meeting as one voting item. This voting item, which includes the capital repayment, requires a simple majority of votes cast if 50% or more of the issued share capital is represented. If less than 50% of the

issued share capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast.

Conditions

The implementation of the capital repayment combined with a share consolidation is subject to the customary filings with the Trade Register and the two-month creditor objection period as described in article 2:100 Dutch Civil Code. Under the provisions of article 2:100 Dutch Civil Code, objections may be lodged by creditors within a two-month period following the filing of the resolution to reduce the capital with the Trade Register of the Chamber of Commerce and the publication thereafter.

The amendments of the Articles of Association and the capital reduction will be effected only after (i) that two-month period and if no objections have been received during that period or, in the event one or more creditors have opposed the capital reduction, after such opposition has been withdrawn, resolved or lifted by an enforceable court order by the relevant court of the Netherlands, and (ii) the closing of the Transaction.

Furthermore, the Company reserves the discretionary power not to implement the capital repayment and share consolidation of agenda item 3(a) through (c) due to unforeseen circumstances or for other reasons, taking into account the interest of the Company, its business and all its stakeholders. However, the Company shall not resolve to only implement certain but not all of the steps of the capital repayment and share consolidation under 3(a) through 3(c).