

AGENDA

Annual General Meeting of TomTom N.V. (the "Company"), to be held virtually on **Monday 15 June 2020 at 14:00 (CEST)** (the "General Meeting")

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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



EXPLANATORY NOTES TO THE AGENDA**Item 2: Report by the Management Board of the financial year 2019**

Mr. Goddijn, Chief Executive Officer, will present the view of the Management Board on key developments of 2019 and the first quarter of 2020.

The General Meeting will be invited to discuss the annual report for the financial year 2019.

Item 3: Dividend policy

TomTom'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 long-term value creation.

The General Meeting is invited to discuss this policy.

**Item 4:
(voting item)****Remuneration in the financial year 2019**

Our Remuneration Report describes the implementation of the Remuneration Policy for the Management Board and the Supervisory Board in 2019, which is set out on pages 51 to 58 of our Annual Report 2019 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 favourable advisory vote.

The General Meeting is invited to discuss the Remuneration Report.

**Item 5:
(voting item)****Adoption of the financial statements 2019**

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2019.

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

It is proposed to the General Meeting to release the members of the Management Board in office during the financial year 2019 from liability towards the Company for their management insofar as such management is apparent from the financial statements and annual report for financial year 2019 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2019.

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

It is proposed to the General Meeting to release the members of the Supervisory Board in office during the financial year 2019, from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2019 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2019.



**Item 8:
(voting item)****Adjustment of the Remuneration Policy for the Management Board**

The Supervisory Board proposes to adjust the Remuneration Policy to align it with article 2:135a sub 2 of the Dutch Civil Code. Reference is made to the revised Remuneration Policy for the Management Board as found [here](#).

The proposed adjustments are intended to provide greater transparency on i) the perspectives that are considered in the process of the development and review of the policy, ii) the decision-making process and considerations of the Remuneration Committee, and iii) the events in which the Supervisory Board may derogate from the policy.

The structure of the Management Board remuneration as detailed in the Remuneration Policy as approved by the General Meeting in 2019, remains unchanged; consisting of a base salary, a cash based short-term incentive plan (currently with an 'on-target' level of 80% of base salary for the CEO, and 64% for other members of the Management Board) and a share based long-term incentive plan (currently with an 'on-target' level of 140% of base salary for the CEO, and 100% for other members of the Management Board). Reference is made to the Remuneration Report (page 51-58) in our Annual Report 2019.

**Item 9:
(voting item)****Adjustment of the Remuneration Policy for the Supervisory Board**

The Supervisory Board proposes to adjust the Remuneration Policy to align it with article 2:135a sub 2 of the Dutch Civil Code. Reference is made to the Remuneration Policy for the Supervisory Board as found [here](#).

The proposed adjustment is aimed to provide greater transparency by providing a written policy document reflecting all remuneration components relevant for the Supervisory Board.

The structure of the Supervisory Board remuneration as last amended in 2019, remains unchanged.

**Item 10:
(voting item)****Re-appointment of Mr. De Taeye as a member of the Management Board**

Mr. De Taeye was appointed for a first term of four years as a member of TomTom NV's Management Board at the extraordinary general meeting of 19 September 2008 and his appointment was extended twice for a period of four years each. His term of office will end after the 2020 General Meeting.

It is proposed to re-appoint Mr. De Taeye as a Management Board member of the Company, following the Supervisory Board's binding nomination, for a period of four years ending after the Annual General Meeting of 2024.

Mr. De Taeye's extensive knowledge and understanding of the TomTom business, years of experience, his drive and the way he has fulfilled his role as a member of the Management Board over the years are of great value to the Company and its stakeholders. The Supervisory Board is therefore pleased that Mr. De Taeye remains available to continue to fulfill this position.

For further information about Mr. De Taeye, reference is made to his biography, as reflected on [page 5](#) of the Annual Report 2019.

The components of Mr. De Taeye's remuneration package are set out in the Remuneration Report included in the Annual Report 2019 on [page 51-58](#).

Mr. De Taeye complies with the statutory regime limiting the number of management board positions that may be held by management board members under Dutch law.



**Item 11:
(voting item)****Proposal to amend the Articles of Association of the Company**

The Management Board proposes to the General Meeting, with approval of the Supervisory Board, to amend the Articles of Association of the Company in accordance with the draft deed of amendment of the Articles of Association as reflected in the triptych (referred to below).

The key proposed amendments to the Articles of Association are outlined below:

- (1) Facilitate real-time participation through electronic means and electronic voting at a general meeting (Article 23); and
- (2) Alignment with (new) legislation, such as relating to remuneration (Article 13 and 17), conflict of interest events (Article 14 and Article 18) and Euribor reform (Article 20) and in addition, minor editorial and clarification changes, such as terminology, numbering, cross-references are being proposed.

The proposed amendments to the Articles of Association, including an explanation, are presented in this [Triptych](#). This triptych, in Dutch as well as an unofficial English translation, showing the text of the proposed amendments to the Articles of Association and the relevant explanatory notes is 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](#).

The adoption of the proposed amendments to the Articles of Association includes an authorization to each member of the Management Board, TomTom's company secretary, as well as each lawyer, (candidate) civil law notary and paralegal working at De Brauw Blackstone Westbroek N.V. to execute the deed of amendment of the Articles of Association and to undertake all other activities such authorized persondeems necessary or useful in this respect.

**Item 12:
(voting item)****Authorisation 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 paid-up shares in the capital of the Company for consideration, subject to authorisation of the General Meeting.

The current authorisation expires on 17 October 2020. Therefore, it is proposed to the General Meeting to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 June 2020 up to and including 15 December 2021) to acquire shares in the capital of the Company on the stock exchange or otherwise, under the following conditions: (i) up to ten per cent (10%) of the issued share capital on 15 June 2020, 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.

**Item 13:
(voting item)****Authorisation 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 authorised 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.

The proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 June 2020 up to and including 15 December 2021), as the body authorised, 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 June 2020, which ten per cent (10%) can be used for general purposes, including but not limited to the execution of TomTom N.V.'s long-term incentive plans.



Item 14: (voting item) **Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13**

For the Management Board to effectively use the authorisation as proposed under agenda item 13, the statutory pre-emptive rights of shareholders of ordinary shares, should be excluded or restricted.

The proposal is to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 June 2020 up to and including 15 December 2021), as the body authorised, 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 13.

The proposal under this agenda item can only be adopted by a majority of at least two-third 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.

Item 15: (voting item) **Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) in connection with/on the occasion of mergers, acquisitions and/or (strategic) alliances**

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 authorised 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.

The proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 June 2020 up to and including 15 December 2021), as the body authorised, 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 June 2020, which ten per cent (10%) can be used in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances.

Item 16: (voting item) **Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 15**

For the Management Board to effectively use the authorisation as proposed under agenda item 15, the statutory pre-emptive rights of shareholders of ordinary shares, should be excluded or restricted.

The proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 June 2020 up to and including 15 December 2021), as the body authorised, 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 15.

The proposal under this agenda item can only be adopted by a majority of at least two-third 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.

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