

## Agenda and Notice

of the Extraordinary General Meeting of TomTom N.V. (the “Company”) to be held at Pakhuis De Zwijger, Piet Heinkade 179, 1019 HC Amsterdam, the Netherlands on **18 March 2019**, beginning at 14:00 (CET) (the “General Meeting”).

### Agenda

1. Opening
2. Divestment of the TomTom Telematics business (**voting item**)
3. Capital repayment and share consolidation (**voting item**)
  - (a) Proposal to amend the articles of association to increase the nominal value of the shares
  - (b) Proposal to amend the articles of association to execute the share consolidation
  - (c) Proposal to amend the articles of association to reduce the nominal value of the shares, including a reduction of capital
4. 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 [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or [www.securitiesinfo.com](http://www.securitiesinfo.com)

- the shareholders' circular;
- the agenda and notice of the General Meeting; and
- the explanatory notes to the agenda.

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 ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam (“ABN AMRO”).

### 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 February 2019**, 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 February 2019 and 11 March 2019 (registration closes at 12:00 CET on 11 March 2019)**. Shareholders must apply for registration at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or contact their intermediary at which their shares are administered.

The intermediaries are requested to provide ABN AMRO 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 11 March 2019, 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, ABN AMRO 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. C. Hagendijk (or her deputy) of notarial firm Mr M.J. Meijer Notarissen N.V. via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than **11 March 2019, 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 ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or by e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com), no later than **11 March 2019, 12:00 CET**.

### Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 13:30 CET until the commencement of the General Meeting at 14:00 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, 25 January 2019

TomTom N.V.  
The Management Board