

Explanatory notes to the agenda

of the Extraordinary General Meeting of TomTom N.V. (the “Company”) to be held at TomTom’s head office, De Ruijterkade 154, 1011 AC Amsterdam, the Netherlands on **26 September 2018 at 9:00 CET** (the “General Meeting”). The General Meeting will be convened for the sole purpose of the appointment of Mr Haank as a member of the Supervisory Board of the Company.

Agenda item 2

Appointment of Mr Haank as a member of the Supervisory Board of the Company for a term effective from 26 September 2018 until the Annual General Meeting of 2022.

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Mr Haank is proposed for appointment as a member of the Supervisory Board. The appointment will be effective as of 26 September 2018 and ends after the Annual General Meeting of 2022. Mr Haank will become a member of the Remuneration Committee and Selection and Appointment Committee per the same date. Further, Mr Haank will succeed Mr Wakkie as Chairman of the Supervisory Board as of the Annual General Meeting of 2019.

Mr Haank has thirty years’ experience in the academic publishing industry, almost half of which was with SpringerNature until his retirement in 2017. He joined Springer Science+Business Media in 2004 as its CEO and drove the migration of content from print to digital, re-inventing the academic book market in that process. Prior to his appointment at SpringerNature, Mr Haank was the CEO of Elsevier Science and Executive Board Member of Reed Elsevier Plc. His wealth of experience, particularly in driving transformations and new business models, will be of great value to the Supervisory Board and the Company.

Mr Haank was born in 1953 and is a Dutch national. He holds a Master’s degree in Economics from the University of Amsterdam. Mr Haank is also a member of the Supervisory Board of KPN since 2009, and became its Vice-Chairman in 2014.

Mr Haank complies with the statutory regime limiting the number of supervisory board positions that may be held by supervisory board members under Dutch law, as well as with the independence criteria of the Dutch Corporate Governance Code and with the Supervisory Board profile.

Mr Haank does not hold any shares in the capital of the Company.