

## Agenda and Notice

of the Annual General Meeting of TomTom N.V. (the “Company”) to be held at Muziekgebouw aan ‘t IJ, Piet Heinkade 1, Amsterdam, the Netherlands on **17 April 2019** at 10:00 (CET) (the “General Meeting”)

### Agenda

1. Opening and announcements
2. Report of the Management Board for financial year 2018
3. Remuneration policy for the Management Board that has been pursued for the financial year 2018
4. Dividend policy
5. Adoption of the annual accounts 2018 \*
6. Release from liability of the members of the Management Board \*
7. Release from liability of the members of the Supervisory Board \*
8. Adjustment Remuneration Policy for TomTom’s Management Board \*
9. Adjustment remuneration of the Supervisory Board \*
10. Re-appointment of Mr Titulaer as a member of the Management Board of the Company with effect from 17 April 2019 for a period of four years \*
11. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares:
  - (i) up to ten per cent (10%) for general purposes \*; and
  - (ii) up to ten per cent (10%) in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances \*
12. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 11 (i)\* and 11 (ii) \*
13. Authorisation of the Management Board to have the Company acquire its own shares \*
14. Authorisation of the Management Board to issue ordinary shares and to grant rights to subscribe for up to 910,000 restricted stock units under the, subject to the adoption of agenda item 8, TomTom NV Management Board Restricted Stock Unit Plan and under the TomTom NV Employee Restricted Stock Unit Plan and, to the extent required, to exclude pre-emptive rights in relation thereto\*
15. Questions
16. Close

**\* Voting item(s)**

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 agenda and notice of the General Meeting;
- The explanatory notes to the agenda, including, among others, information regarding nominated member of the Management Board, including the main elements of his remuneration package; and
- TomTom's annual accounts 2018 and annual report 2018.

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 **20 March 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 **21 March 2019 and 11 April 2019 (registration closes at 12:00 CET on 11 April 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 April 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 April 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 April 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 09:00 CET until the commencement of the General Meeting at 10:00 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, 6 March 2019

TomTom N.V.  
The Management Board