

AGENDA

Annual General Meeting of TomTom N.V. (the "Company"), to be held virtually on **Thursday 15 April 2021 at 14:00 CEST** (the "General Meeting")

1. Opening and announcements

Review of the financial year 2020

2. Report by the Management Board of the financial year 2020
3. Dividend policy
4. Remuneration in the financial year 2020 voting

Financial statements 2020

5. Adoption of the financial statements 2020 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

Composition of the Management Board

8. Reappointment of Harold Goddijn as a member of the Management Board voting

Composition of the Supervisory Board

9. Reappointment of Jack de Kreij as a member of the Supervisory Board voting
10. Reappointment of Michael Rhodin as a member of the Supervisory Board voting

Shares

11. Authorization of the Management Board to have the Company acquire its own shares voting
12. Authorization of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% for general purposes voting
13. Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 12 voting
14. Authorization 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
15. Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 14 voting

Reappointment of external auditor

16. Reappointment of Ernst & Young Accountants LLP as external auditor of the Company for an additional period of three years, being the financial years 2021, 2022 and 2023 voting
17. Any other business
18. Close



EXPLANATORY NOTES TO THE AGENDA

Shareholders that have registered to attend the General Meeting virtually ("Registered Shareholders") are invited to submit questions relating to agenda items prior to the General Meeting in accordance with the procedure as mentioned in the notice to the General Meeting. These questions, bundled if needed, will be addressed during the General Meeting. Registered Shareholders will be able to ask questions during the General Meeting through a chat box.

Item 2: Report by the Management Board of the financial year 2020

Harold Goddijn, Chief Executive Officer, will present the view of the Management Board on key developments of 2020 and the first quarter of 2021.

Item 3: Dividend policy

TomTom's dividend policy remains unchanged. The Management Board has no current plans to distribute dividends. 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.

Item 4: Remuneration in the financial year 2020
(voting item)

Our Remuneration Report describes the implementation of the Remuneration Policy for the Management Board and the Supervisory Board in 2020, which is set out on pages 67 to 78 of our Annual Report 2020 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 favorable advisory vote.

Item 5: Adoption of the financial statements 2020
(voting item)

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2020.

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

It is proposed to the General Meeting to release the members of the Management Board in office during the financial year 2020 from liability towards the Company for their management insofar as such management is apparent from the financial statements and annual report for financial year 2020 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2020.

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

It is proposed to the General Meeting to release the members of the Supervisory Board in office during the financial year 2020, from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2020 or other public disclosures prior to the adoption of the financial statements and annual report for financial year 2020.

Item 8: Reappointment of Harold Goddijn as a member of the Management Board
(voting item)

Harold Goddijn was appointed for a term of four years as a member of TomTom NV's Management Board at the annual general meeting held on 24 April 2017. His current term of office will end after the General Meeting of 2021.

Harold Goddijn (60) is one of the founders of TomTom and has been Chief Executive Officer (CEO) since 2001. During his 20 years as CEO, with drive and commitment, he has led the business through a rapidly evolving environment to meet the expectations of today's customers and stakeholders. Harold's extensive managerial experience, knowledge of the business and market and how he has performed the role as CEO over the years are of great value to the Company.



The Supervisory Board is therefore pleased that Harold remains available to continue to fulfill this position. It is proposed to reappoint Harold as member of the Management Board of the Company, following the Supervisory Board's binding nomination, for a period of four years ending after the Annual General Meeting of 2025.

For further information about Harold, reference is made to his biography, as reflected on [page 46](#) of the Annual Report 2020 or on our [website](#).

The components of Harold's remuneration package are set out in the Remuneration Report included in the Annual Report 2020 on [pages 67-78](#).

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

**Item 9:
(voting item)**

Reappointment of Jack de Kreij as a member of the Supervisory Board

As set forth in the current [rotation plan](#), Jack de Kreij's reappointment is due this year. Jack has served for four years on the Supervisory Board and is available for reappointment for a second term of four years.

In view of the excellent and diligent way Jack fulfils his role as member of the Supervisory Board and as Chairman of the Audit Committee, the Supervisory Board, by unanimous resolution, made a binding nomination, whereby Jack is proposed for reappointment as a member of the Supervisory Board for a period of four years ending after the General Meeting of 2025.

Jack de Kreij (61) is a Registered Accountant and Certified Management Accountant. From 2003 until 2018, Jack served as Vice Chairman of the Executive Board and CFO of Royal Vopak NV. Prior to that, Jack was senior partner with PricewaterhouseCoopers NV and worked for the Dutch Ministry of Finance.

Jack currently serves as a member of the Supervisory Boards of Corbion NV (2011-May 2021), Royal Boskalis Westminster NV (2018, Deputy Chairman since 2020) and Wolters Kluwer NV (2020) and as Chairman of the respective Audit Committees. For further information about Jack, reference is made to his biography, as reflected on [page 49](#) of the Annual Report 2020 or on our [website](#).

Jack de Kreij, who has the Dutch nationality, 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.

Jack does not hold any shares in the capital of the Company.

**Item 10:
(voting item)**

Reappointment of Michael Rhodin as a member of the Supervisory Board

As set forth in the current [rotation plan](#), Michael Rhodin's reappointment is also due this year. Michael has served for four years on the Supervisory Board and is available for reappointment for a second term of four years.

Michael's extensive technology experience and competency is of great value to the Supervisory Board and the Company. Therefore, the Supervisory Board, by unanimous resolution, made a binding nomination, whereby Michael is proposed for reappointment as a member of the Supervisory Board for a period of four years ending after the General Meeting of 2025.

Michael Rhodin (60) was formerly an IBM Senior Vice President, responsible for business development for IBM's Watson platform. Prior to that, he held several other senior management positions throughout his 33-year career at IBM.

Michael is currently a member of the International Advisory Board of Santander, the Board of Directors of Precisely (formerly known as SyncSort Inc.), the Advisory Board of Arboretum Ventures and the Board of Directors of HZO, Inc.



For further information about Michael, reference is made to his biography, as reflected on [page 50](#) of the Annual Report 2020 or on our [website](#).

Michael Rhodin, who has the U.S. nationality, 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.

Michael does not hold any shares in the capital of the Company.

**Item 11:
(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 authorization of the General Meeting.

The current authorization expires on 15 December 2021. Therefore, it is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 April 2021 up to and including 15 October 2022) 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 April 2021, 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 12:
(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 authorized 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 authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 April 2021 up to and including 15 October 2022), as the body authorized, 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 April 2021, 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 13:
(voting item)**

Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 12

For the Management Board to effectively use the authorization as proposed under agenda item 12, the statutory pre-emptive rights of shareholders of ordinary shares, should be excluded or restricted.

The proposal is to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 April 2021 up to and including 15 October 2022), as the body authorized, 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 12.

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 14:
(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 authorized 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 authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 April 2021 up to and including 15 October 2022), as the body authorized, 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 April 2021, which ten per cent (10%) can be used in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances.

**Item 15:
(voting item)****Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 14**

For the Management Board to effectively use the authorization as proposed under agenda item 14, the statutory pre-emptive rights of shareholders of ordinary shares, should be excluded or restricted.

The proposal to authorize the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 15 April 2021 up to and including 15 October 2022), as the body authorized, 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 14.

The proposal under this agenda item can only be adopted by a majority of at least two-thirds 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 16:
(voting item)****Reappointment of Ernst & Young Accountants LLP as external auditor of the Company for an additional period of three years, being the financial years 2021, 2022 and 2023**

Ernst & Young Accountants LLP ("EY") was appointed as the external auditor by the General Meeting in 2018 for a term of three years up to and including the financial year 2020.

Last year, the Audit Committee thoroughly assessed the performance of EY, where it considered, amongst others, the views and observations of the Management Board, as reflected in our Annual Report 2020 on [page 65](#).

The Supervisory Board proposes to the General Meeting to reappoint EY as the Company's external auditor for the annual accounts and the annual report of the Company for the financial years 2021, 2022 and 2023, due to the high quality of EY's reporting, their understanding of technology organizations and strong technical accounting expertise.

