

POWER OF ATTORNEY**THE UNDERSIGNED:*****If the shareholder is a private person:***

Name: _____

Address: _____

If the shareholder is a legal entity:

Company name: _____

Statutory seat: _____

Office address: _____

Legal representative(s): _____

Number of TomTom N.V. shares held on the record date (**18 March 2020**) and for which this power of attorney is granted: _____ (the "**Shareholder**"),

WHEREAS:

- the undersigned is holder of shares in the capital of the public company with limited liability (*naamloze vennootschap*) TomTom N.V., having its seat in Amsterdam (the "**Company**");
- the Management Board of the Company convened an Annual General Meeting of Shareholders to be held on Wednesday 15 April 2020 at 10:00 CET (the "**Meeting**");
- the undersigned instructed his/her intermediary on his/her registration for the Meeting indicating the number of shares set out above,

HEREBY:

- grants a power of attorney to _____ (the "**Attorney**") to
(i) attend the Meeting and (ii) represent the Shareholder in the Meeting and to cast a vote in accordance with the voting instructions attached to this power of attorney; and
- agrees to indemnify and hold the Attorney harmless from any claims, actions or proceedings made against the Attorney and from any damages, costs and expenses that the Attorney might incur for any steps taken by anyone in connection with this power of attorney.

This power of attorney is governed by Dutch law.

(signature on the final page)

Voting instruction form*

*The numbers refer to the voting item as listed on the agenda. For a valid vote, please **only mark one box per voting item**. Please only complete this section in case you want to give voting instructions in advance of the Meeting.

4. Remuneration in the financial year 2019

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

5. Adoption of the financial statements 2019

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

6. Release from liability of the members of the Management Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

7. Release from liability of the members of the Supervisory Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

8. Adjustment of the Remuneration Policy for the Management Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

9. Adjustment of the Remuneration Policy for the Supervisory Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

10. Re-appointment of Mr. De Taeye as a member of the Management Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

12. Authorisation of the Management Board to have the Company acquire its own shares

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

13. 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

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

14. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

15. 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

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

16. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 15

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

Signature: _____

Name: _____

Date and place: _____

This power of attorney should be received by ING for the attention of Issuer Services, Foppingadreef 7, 1102 BD Amsterdam, location code TRC.02.039, the Netherlands, or by e-mail: iss.pas@ing.com, **no later than 12.00 CET on 8 April 2020.**

A copy of this power of attorney needs to be shown at the registration on the day of the Meeting by the Attorney, who should be able to demonstrate that the power of attorney was signed by the Shareholder.