



NOTICE

TomTom N.V. (the “Company”) invites its shareholders to attend its annual general meeting, which takes place on **Thursday 16 April 2026 at 10:00 CEST** at the Company’s headquarters, located at De Ruijterkade 154, 1011 AC Amsterdam (the “General Meeting”).

Agenda

1. Opening and announcements

Review of the financial year 2025

2. Report by the Management Board for the financial year 2025
3. Dividend policy
4. Advisory vote on the 2025 Remuneration Report **voting**

Financial statements 2025

5. Adoption of the financial statements 2025 **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. Appointment of Mike Schoofs as member of the Management Board **voting**

Composition of the Supervisory Board

9. Reappointment of Derk Haank as a member of the Supervisory Board **voting**
10. Appointment of Joep van Beurden as a member of the Supervisory Board **voting**
11. Appointment of Harold Goddijn as member of the Supervisory Board **voting**

Shares

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

EXPLANATORY NOTES TO THE AGENDA

Item 2: Report by the Management Board for the financial year 2025

Harold Goddijn, Chief Executive Officer ("CEO"), will present the view of the Company's management board (the "Management Board") on the key developments of 2025 and the first quarter of 2026.

The General Meeting will be invited to discuss the annual report for the financial year 2025 and how the Company has implemented the Dutch Corporate Governance Code, including risk management statement (*verklaring omtrent risicobeheersing*), as referred to in best practice principle 1.4.3 of the Dutch Corporate Governance Code.

Item 3: Dividend policy

The Company's dividend policy remains unchanged. 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 sustainable long-term value creation.

The General Meeting is invited to discuss this policy.

Item 4: Advisory vote on the 2025 Remuneration Report
(voting item)

Our Remuneration Report describes the implementation of the Remuneration Policy for the Management Board and the Company's supervisory board (the "Supervisory Board") in 2025, which is set out on [pages 38-51](#) of our annual report 2025 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 2025
(voting item)

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2025. PricewaterhouseCoopers Accountants N.V. ("PwC") will present the highlights and key issues that follow from their audit as the Company's external auditor for the financial statements.

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 2025 from liability towards the Company for their management insofar as such management is apparent from the financial statements and annual report for the financial year 2025 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2025.

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 2025 from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2025 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2025.

Item 8:
(voting item)

Appointment of Mike Schoofs as member of the Management Board

By unanimous resolution, the Supervisory Board made a binding nomination for the appointment of Mike Schoofs as a member of the Management Board. Upon his appointment, Mike will take on the role of CEO of the Company.

Mike Schoofs (51, Belgian) joined TomTom in 2005 and played a key role in making TomTom's original portable navigation device one of the fastest selling consumer technology devices in history. Mike has held successive commercial leadership positions, including Managing Director Consumer and Managing Director Enterprise, before being appointed Chief Revenue Officer in 2023 to steer the global commercial strategy across Automotive, Enterprise, and Consumer. Prior to TomTom, he worked in sales roles for KPN-Orange and Samsung.

Mike holds a Bachelor's degree in Marketing and Business Management. More information about Mike can be found in his biography, as described on our [website](#).

The Supervisory Board has conducted a thorough succession process. With Mike Schoofs, the Supervisory Board believes it has nominated an experienced leader with a deep understanding of TomTom's partners, the broader industry ecosystem, and TomTom's technology. The works council was consulted to advise on the nomination.

It is proposed to appoint Mike as member of the Management Board, following the Supervisory Board's binding nomination, for a period of four years. In accordance with the Company's articles of association, the term of appointment of Mike will expire at the end of the Annual General Meeting to be held in 2030.

Mike complies with the statutory regime limiting the number of management board positions that may be held by management board members under Dutch law and the Dutch Corporate Governance Code.

Mike will receive a base annual salary of EUR 560,000 gross with pension and benefits in line with the Company's approved Remuneration Policy. In addition, and also consistent with the Remuneration Policy, Mike will participate in the Management Board's short-term incentive scheme at an at-target opportunity of 80% of his base salary and in the Management Board's long-term incentive scheme at an at-target of 310% of his base salary. Further details on Management Board remuneration are set out on [page 39](#) of the annual report.

Mike holds 32,597 shares in the capital of the Company.

Item 9:
(voting item)

Reappointment of Derk Haank as a member of the Supervisory Board

By unanimous resolution, the Supervisory Board made a binding nomination for the reappointment of Derk Haank as a member of the Supervisory Board.

Derk Haank (72, Dutch) has thirty years of experience in the academic publishing sector, nearly half of which at SpringerNature, until his retirement in 2017. Derk joined Springer Science+Business Media in 2004 as CEO and led the transition of content from hardcopy to digital. Prior to his appointment at SpringerNature, Derk was the CEO of Elsevier Science and a member of the Executive Board of Reed Elsevier Plc.

Derk was first appointed as a member of the Supervisory Board of the Company in 2018 and has served as Chairman of the Supervisory Board since 2019. To ensure the seamless continuity of the Supervisory Board's duties and the role of its Chair, Derk has expressed

his willingness to extend his term for one additional year, until the General Meeting in 2027. Once his extended term concludes, the Supervisory Board intends to appoint a new Chair from among its independent members.

This term will end after the General Meeting of 2027. In view of his extensive experience, leadership skills, and the diligent manner in which Derk fulfills his role as chairman, the Supervisory Board has unanimously resolved to make a binding nomination for Derk's reappointment as a member of the Supervisory Board for a period of one year. In accordance with the Company's articles of association, the term of appointment of Derk will expire at the end of the Annual General Meeting to be held in 2027.

More information about Derk can be found in his biography, as described on [page 28](#) of the 2025 annual report and on [our website](#).

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

Item 10:
(voting item)

Appointment of Joep van Beurden as a member of the Supervisory Board

By unanimous resolution, the Supervisory Board made a binding nomination for the appointment of Joep van Beurden as a member of the Supervisory Board.

Joep van Beurden (65, Dutch) has been the CEO of Kendrion N.V. since 1 December 2015. Prior to this, he served for eight years (2007-2015) as the CEO of Cambridge Silicon Radio Plc., headquartered in Cambridge, UK, and for three years (2004-2007) as the CEO of NexWave Solutions S.A., in Montpellier, France.

In addition to his executive roles, Joep serves as a member of the Board of Advisors of LiFT-PV B.V. since January 2025. He was also on the Supervisory Board of Adyen N.V. from 2017 to 2026. Joep was a member of the Supervisory Board of the University of Twente from 2016 - 2024. Earlier in his career, he worked at Shell, McKinsey & Company, Philips Electronics, and Canesta Inc.

Joep holds a M.Sc. in Physics from the University of Twente. For a detailed overview of Joep's career, please refer to our [press release](#) on Joep's nomination.

It is proposed to appoint Joep as member of the Supervisory Board, following the Supervisory Board's binding nomination, for a period of four years. In accordance with the Company's articles of association, the term of appointment of Joep will expire at the end of the Annual General Meeting to be held in 2030.

Upon his appointment as a member of the Supervisory Board, Joep will also become a member of the Remuneration Committee and the Selection and Appointment Committee. It is intended that Joep will take over the role of chair of the Supervisory Board after Derk's extended term lapses.

Joep's appointment aligns with the statutory regulations limiting the number of supervisory board positions held by members under Dutch law, as well as with the independence criteria outlined in the Dutch Corporate Governance Code and the Supervisory Board profile.

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

Item 11:
(voting item)

Appointment of Harold Goddijn as member of the Supervisory Board

By unanimous resolution, the Supervisory Board made a binding nomination for the appointment of Harold Goddijn as a member of the Supervisory Board.

Harold Goddijn (65, Dutch) is one of the founders of TomTom and has served as the CEO since 2001. During his 25 years as CEO, with his drive and commitment, he has led the business through a rapidly evolving environment to meet the expectations of today's customers and stakeholders. Harold possesses extensive knowledge and a profound understanding of both the TomTom business and the broader market landscape. Harold's expertise, combined with many years of experience and effective performance as a member of the Management Board, adds substantial value to the Supervisory Board.

Harold holds a M.Sc. in Economics from the University of Amsterdam. More information about Harold can be found in his biography, as described on [page 25](#) of the annual report and on our [website](#).

It is proposed to appoint Harold as member of the Supervisory Board, following the Supervisory Board's binding nomination, for a period of four years. In accordance with the Company's articles of association, the term of appointment of Harold will expire at the end of the Annual General Meeting to be held in 2030.

Upon his appointment, Harold will not join any of the Supervisory Board committees.

Harold is considered non-independent pursuant to article 2.1.8 of the Dutch Corporate Governance Code. Following Harold's appointment, The Supervisory Board remains independent pursuant to article 2.1.7 of the Dutch Corporate Governance Code. Harold's appointment aligns with the statutory regulations limiting the number of supervisory board positions held by members under Dutch law, as well as with the independence criteria outlined in the Dutch Corporate Governance Code and the Supervisory Board profile.

Harold holds 16,135,261 shares in the capital of the Company.

Item 12:
(voting item)

Authorization 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 fully paid-up shares in the capital of the Company for consideration, subject to the authorization of the General Meeting.

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 16 April 2026 up to and including 16 October 2027) to acquire shares in the capital of the Company subject to approval of the Supervisory Board.

The purpose of this proposal is to give the Management Board the authorization to return capital to the Company's shareholders, to cover obligations under share-based compensation plans, to reduce the Company's share capital, or for other purposes. The acquisition of ordinary shares may take place on the stock exchange or otherwise, under the following conditions:

- (i) up to ten per cent (10%) of the issued share capital on 16 April 2026; 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, provided that for self-tender offers, accelerated repurchase arrangements and other similar repurchase programs as determined by the Management Board, the average closing price shall be based a period as determined by the Management Board, which shall be at least one trading day.

When this authorization is approved by the General Meeting, the current authorization as granted per 15 April 2025 will cease to apply.

Item 13: **Authorization 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**
(voting item)

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. 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 16 April 2026 up to and including 16 October 2027) and 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 16 April 2026, which can be used for general purposes, and the execution of the Company's long-term incentive plans.

When this authorization is approved by the General Meeting, the current authorization as granted per 15 April 2025 will cease to apply.

Item 14: **Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 13**
(voting item)

For the Management Board to effectively use the authorization as proposed under agenda item 13, the statutory pre-emptive rights of shareholders of ordinary shares should be excluded or restricted.

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 16 April 2026 up to and including 16 October 2027) and 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 13.

The proposal under this agenda item can only be adopted by a qualified 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.

When this authorization is approved by the General Meeting, the current authorization as granted per 15 April 2025 will cease to apply.