



NOTICE

TomTom N.V. (the “Company” or “TomTom”) invites its shareholders to attend its annual general meeting, which takes place on **Tuesday 15 April 2025 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 2024

2. Report by the Management Board of the financial year 2024
3. Dividend policy
4. Advisory vote on the 2024 Remuneration Report **voting**

Financial statements 2024

5. Adoption of the financial statements 2024 **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. Appointment of Pete Thompson as a member of the Supervisory Board **voting**

Shares

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

Appointment of external sustainability auditor

13. Appointment of PricewaterhouseCoopers Accountants N.V. as the external auditor to carry out the assurance review of the Company’s sustainability statements for the financial years 2025 and 2026 **voting**

14. Any other business

15. Close



General Meeting documents

The following documents are available on [our website](#) and through [Evote by ING](#):

- The notice of the General Meeting;
- The agenda and explanatory notes, including, among others, information regarding the reappointment of Harold Goddijn as a member of the Management Board, the main elements of his remuneration package, and including information on the appointment of Pete Thompson as a member of the Supervisory Board in accordance with article 2:142, paragraph 3 of the Dutch Civil Code; and
- TomTom's financial statements 2024 and annual report 2024.

These documents are also available for inspection at the Company's headquarters, located at De Ruijterkade 154, 1011 AC, Amsterdam, the Netherlands, and at the office of ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam ("ING").

Record Date

The shareholders of the Company (the "Shareholders") will be entitled to attend, participate, and cast their vote at the General Meeting provided that they (i) are registered as such on up to and including **18 March 2025**, 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 and application

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 wish to attend the General Meeting or vote by proxy, should register for the General Meeting between **19 March and 8 April 2025 (registration closes at 12:00 CEST)**. Shareholders must apply for registration through [Evote by ING](#) or contact their intermediary at which their shares are administered ("Registered Shareholder").

The intermediaries are requested to provide ING with an electronic statement that includes the number of shares held on the Record Date by the relevant Registered Shareholder(s) and the number of shares which have been applied for registration **at the latest by 8 April 2025 at 12:00 CEST**.

With the application, intermediaries are requested to include the full address details, telephone number, and email address of the relevant Registered Shareholder(s) and whether such holder will be represented at the General Meeting by proxy, to efficiently verify the shareholding on the Record Date.

Voting by proxy

Registered 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 Meijer Notarissen B.V. via [Evote by ING](#) **no later than 8 April 2025 at 12:00 CEST**.

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 ING for the attention of Issuer Services TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam, or by e-mail: agm.pas@ing.com **no later than 8 April 2025 at 12:00 CEST**.

Voting at the General Meeting

You will be provided with a voting device at the registration desk. Voting on the agenda items at the General Meeting is done through this voting device.

Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 09:15 CEST until the commencement of the General Meeting at 10:00 CEST**. 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.

There is a limited number of parking spots available in the Company's parking garage. Should you wish to make use of a parking spot, please register by sending an e-mail to corporate.housekeeping@tomtom.com. Please state your full name and the license plate number of your car when registering. The route to the location of the General Meeting can be accessed [here](#).

Amsterdam, 4 March 2025

TomTom N.V.
The Management Board