

EXPLANATORY NOTES

AGENDA

Extraordinary General Meeting of TomTom N.V. (the "Company") at TomTom's head office, De Ruijterkade 154, Amsterdam, the Netherlands on **Friday 24 June 2022, from 11:30 until 12:00 CEST** (the "General Meeting").

1. Opening
2. Appointment of Ms. Marili 't Hooft-Bolle as a member of the Supervisory Board voting
3. Appointment of Ms. Gemma Postlethwaite as a member of the Supervisory Board voting
4. Close

EXPLANATORY NOTES TO THE AGENDA

Item 2: **Appointment of Ms. Marili 't Hooft-Bolle as a member of the Supervisory Board** (voting item)

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Ms. Marili 't Hooft-Bolle is proposed for appointment as a member of TomTom N.V.'s Supervisory Board.

Marili 't Hooft-Bolle (1973) is the Chief Operational Officer at InSided, a Dutch Customer Success Engagement company serving a multitude of clients globally. Marili also serves on the board of the Prince Bernhard Cultuurfonds since June 2019 and is the Chair of the Advisory Board of One Planet Crowd since June 2020.

Marili started her career as fellow consultant at McKinsey & Company (1998-2000). After that, she worked as Manager Business Development at Endemol (2001-2006). Marili has worked in various managerial and board positions in the technology sector since then, most recently as COO of WeTransfer (2017-2020) and as interim COO at Signal AI (2020-2021). Marili also served as Member of the Supervisory Board of Vonq (2014-2016).

Marili, 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.

Marili holds a Masters' degree in Law from Leiden University, a Masters' in Law&Economics from University of Rotterdam and completed her MBA degree at INSEAD in France.

The appointment will be effective as of 24 June 2022 for a term of office expiring after the Annual General Meeting of 2027. Marili will also become the Chairman of the Remuneration Committee and a member of the Selection & Appointment Committee as per the same date.

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

Item 3: **Appointment of Ms. Gemma Postlethwaite as a member of the Supervisory Board** (voting item)

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Ms. Gemma Postlethwaite is proposed for appointment as a member of TomTom N.V.'s Supervisory Board.

Gemma Postlethwaite (1976) is CEO of Arizent, a business information company serving the financial and professional services communities, since April 2018. Gemma is also a Board Member at the Gerson Lehrman Group since February 2020 and serves on the New York Board of the All Stars Project since June 2015.

Prior to joining Arizent, Gemma served as CEO of PIRA Energy Group (2015-2017), where she led a major transformation of the company and established PIRA as a leading integrated research and data provider to the global energy markets. She has held senior leadership roles in the data and information services sector, amongst others at Thomson Reuters (2003-2011), Infogroup (2011-2012), and Altegrity (2012-2014). Gemma also served as a member of the Innovation Board of Wolters Kluwer (2014-2017).

Gemma, who has the British 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.

Gemma holds a Bachelors' Degree in European Studies from the University of Kent.

The appointment will be effective as of 1 October 2022 for a term of office expiring after the Annual General Meeting of 2027. Gemma will also become a member of the Audit Committee as per the same date.

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