

AGENDA

Annual General Meeting of TomTom N.V. (the “Company”) at Pakhuis de Zwijger, Piet Heinkade 179, 1019 HC Amsterdam on **Friday 14 April 2023 at 10:00 CEST** (the “General Meeting”).

1. Opening and announcements

Review of the financial year 2022

2. Report by the Management Board of the financial year 2022
3. Dividend policy
4. Advisory vote on the 2022 Remuneration Report **voting**

Financial statements 2022

5. Adoption of the financial statements 2022 **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**

Remuneration policy and Management Board Investment Plan 2023

8. Amendment of the Remuneration Policy for the Management Board **voting**
9. Approval of the Management Board Investment Plan 2023 **voting**

Composition of the Management Board

10. Reappointment of Taco Titulaer as a member of the Management 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 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**

Appointment of external auditor

14. Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for a period of three years, being the financial years 2024, 2025 and 2026 **voting**
15. Any other business
16. Close

EXPLANATORY NOTES TO THE AGENDA

Item 2: Report by the Management Board of the financial year 2022

Harold Goddijn, Chief Executive Officer, will present the view of the Management Board on the key developments of 2022 and the first quarter of 2023.

The General Meeting will be invited to discuss the annual report for the financial year 2022.

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 2022 Remuneration Report
(voting item)

Our Remuneration Report describes the implementation of the Remuneration Policy for the Management Board and the Supervisory Board in 2022, which is set out on [pages 52-64](#) of our annual report 2022 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.

The General Meeting is invited to discuss the Remuneration Report.

Item 5: Adoption of the financial statements 2022
(voting item)

This agenda item concerns the proposal for the General Meeting to adopt the financial statements 2022.

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 2022 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 2022 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2022.

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 2022 from liability towards the Company for their supervision insofar as such supervision is apparent from the financial statements and annual report for financial year 2022 or other public disclosures prior to the adoption of the financial statements and annual report for the financial year 2022.

Item 8:
(voting item)

Amendment of the Remuneration Policy for the Management Board

The Company has a remuneration policy for the members of the Management Board (the “**Remuneration Policy**”). This Remuneration Policy was adopted on 15 June 2020. In accordance with section 2:135a (2) of the Dutch Civil Code and article 13.8 of the Company’s articles of association it is proposed by the Supervisory Board to adopt amendments to the Remuneration Policy. Reference is made to the revised Remuneration Policy as found on our [corporate website](#).

The Management Board introduced the Employee Investment Plan 2023 through which eligible employees can choose to forfeit (a part of) their 2022 short-term incentive payout to receive Company RSUs, subject to certain conditions and a three-year vesting period. Taking this into account and having received the recommendation by the Remuneration Committee, the Supervisory Board proposes amendments to the Management Board Remuneration Policy, mainly in view of offering the members of the Management Board the opportunity to participate in Company investment plans, along with other employees. Consequently, a separate Management Board Investment Plan 2023 is proposed, which is described in more detail under agenda item 9.

The Supervisory Board, upon recommendation by the Remuneration Committee, attaches great value to aligning the interests of the members of the Management Board with the interests of the Company and its stakeholders. Further, investment plans will further facilitate the build up of share ownership of the Management Board under the Company’s share ownership guidelines.

The Supervisory Board is of the opinion that offering members of the Management Board to participate in the Management Board Investment Plan 2023 and the associated required amendments to the Remuneration Policy for the Management Board are in the best interest of the Company and its stakeholders.

Item 9:
(voting item)

Approval of the Management Board Investment Plan 2023

In accordance with section 2:135(5) of the Dutch Civil Code, it is proposed by the Supervisory Board that the General Meeting authorizes the Supervisory Board to grant RSUs to the members of the Management Board in relation to the implementation of the Company’s Management Board Investment Plan 2023. A copy of the proposed Management Board Investment Plan may be found [here](#).

The Supervisory Board considers that it is in the Company’s best interest to further align the interests of the members of the Management Board with the interests of the Company and to enable them to forfeit (a part of) their 2022 bonus to receive Company RSUs in accordance with the Company’s Management Board Investment Plan 2023. In this way, the opportunity to opt into Company RSUs is offered to all eligible employees, including the members of the Management Board, pursuant to their respective investment plans.

In order to implement the Company’s Management Board Investment Plan 2023, the Company’s Remuneration Policy for the Management Board is also amended as mentioned under agenda item 8.

Item 10:
(voting item)

Reappointment of Taco Titulaer as a member of the Management Board

Taco Titulaer (51) has been with TomTom since 2005 and serves as the Company's CFO since 2015. Taco was reappointed for a term of four years as a member of the Company's Management Board at the annual general meeting held on 17 April 2019. His current term of office will end after the General Meeting.

Working almost 20 years for the Company, Taco gained extensive knowledge and understanding of the TomTom business through years of experience in finance, M&A and Investor Relations. Taco's managerial experience, knowledge of the business, and the way he has executed the role as CFO over the years are of great value to the Company.

The Supervisory Board is therefore pleased that Taco remains available to continue to fulfill the position as CFO. It is proposed to reappoint Taco 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 2027.

For further information about Taco, reference is made to his biography as reflected on [page 40](#) of the annual report 2022, or on our [website](#). The components of Taco's remuneration package are set out in the Remuneration Report included in the annual report 2022 ([page 52-61](#)).

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

Item 11:
(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 paid-up shares in the capital of the Company for consideration, subject to authorization of the General Meeting.

The current authorization expires on 15 October 2023. 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 14 April 2023 up to and including 15 October 2024) 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 14 April 2023, 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)

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

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, 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 14 April 2023, which ten per cent (10%) can be used for general purposes, including but not limited to M&A, and the execution of the Company's long-term incentive plans.

Item 13: **Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 12**
(voting item)

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, 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: **Appointment of PricewaterhouseCoopers Accountants N.V. as external auditor of the Company for a period of three years, being the financial years 2024, 2025 and 2026**
(voting item)

This proposal concerns the mandate to be provided to a new external audit firm to audit the consolidated and stand-alone annual financial statements of the Company.

Ernst & Young Accountants LLP (“EY”) was reappointed as the external auditor by the annual general meeting in 2021, for a third term of three years up to and including the financial year 2023. Due to mandatory audit firm rotation requirement under the Dutch Auditing Profession Act (*Wet op het accountantsberoep*), EY is required to rotate off after 2024. However, as the three-year term with EY ends in 2023, the Company decided to rotate after 2023.

In 2022, the Audit Committee established a Selection Committee to assess interested audit firms based upon pre-defined selection criteria. Following the audit tender process, the Selection Committee concluded that PricewaterhouseCoopers Accountants N.V. (“PwC”) was the preferred audit firm, with KPMG Accountants N.V. as runner up. The Audit Committee subsequently recommended PwC as the preferred candidate.

The Supervisory Board decided to follow the Audit Committee’s recommendation and proposes to the General Meeting to appoint PwC as the Company’s new external auditor for the consolidated and stand-alone annual financial statements of the Company for the financial years 2024, 2025 and 2026.