

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 (**20 March 2019**) 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 17 April 2019 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 refers 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.

5. Adoption of the annual accounts 2018

☐ 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 Remuneration Policy for TomTom's Management Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

9. Adjustment remuneration of the Supervisory Board

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

10. Re-appointment of Mr Titulaer as a member of the Management Board of the Company with effect from 17 April 2019 for a period of four years

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

11. (i) 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

11. (ii) 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 or on the occasion of mergers, acquisitions and/or (strategic) alliances

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

12. (i) Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 11 (i)

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

12 (ii) Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 11 (ii)

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

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

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

14. Authorisation of the Management Board to issue ordinary shares and to grant rights to subscribe for up to 910,000 restricted stock units under the, subject to the adoption of agenda item 8, TomTom NV Management Board Restricted Stock Unit Plan and under the TomTom NV Employee Restricted Stock Unit Plan and, to the extent required, to exclude pre-emptive rights in relation thereto

☐ IN FAVOUR ☐ AGAINST ☐ ABSTAIN

Signature: _____

Name: _____

Date and place: _____

This power of attorney should be received by ABN AMRO for the attention of Corporate Broking (HQ7212), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands, or by e-mail: corporate.broking@nl.abnamro.com, **no later than 12.00 CET on 11 April 2019.**

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.