



Virtual General Meeting Policy

Annual General Meeting 2021

Preliminary remarks

Considering the current guidelines and restrictive measures from the Dutch government surrounding the ongoing COVID-19 pandemic, and in accordance with the emergency bill for Dutch legal entities during COVID-19 outbreak regarding annual general meetings which has entered into force on 24 April 2020 (Tijdelijke wet COVID-19 Justitie en Veiligheid), TomTom N.V. ("TomTom") will facilitate virtual access only for Shareholders to its Annual General Meeting of 15 April 2021 through the use of electronic means. Shareholders can attend the meeting and vote virtually during the virtual General Meeting through an electronic application. Participating virtually in the Annual General Meeting is subject to the terms and conditions as set out in this policy. Further instructions on the participation in the General Meeting are included in the convocation of the Annual General Meeting.

Capitalized definitions used are explained in the Annex to this Policy.

1. General

- 1.1** TomTom aims to facilitate Registered Shareholders who wish to attend the General Meeting by providing an adequate opportunity to attend in real time, ask questions and to vote electronically during the General Meeting.
- 1.2** The platform for the virtual General Meeting will be provided by Computershare and Lumi, and can be accessed through Evote by ING.
- 1.3** To be able to attend the General Meeting virtually, Shareholders must register themselves electronically via Evote by ING in accordance with the Terms of Use of ING.
- 1.4** Registered Shareholders will be able to access the Virtual General Meeting through Evote by ING, which has a direct link to the virtual General Meeting provided by Computershare and Lumi.
- 1.5** Participation instructions for Shareholders will be included in the convocation of the General Meeting. Further information will also be made available on TomTom's website and via Evote by ING.
- 1.6** TomTom reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons. After convocation of the General Meeting, the Management Board may, at its own discretion, change the meeting to a physical only or hybrid meeting (with both physical and virtual attendance) and/or change the order of the meeting. Such changes or modifications will be communicated to the Shareholders on [TomTom's website](#).
- 1.7** In addition to the provisions laid down in this policy, the Terms of Use of ING also apply to the attendance and voting at the General Meeting via Evote by ING.

2. Technical infrastructure

- 2.1** TomTom ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in a General Meeting is properly in place, secured and accessible for Registered Shareholders with compatible devices. TomTom will make use of reputable third parties for providing the technical infrastructure required for conducting General Meetings.

- 2.2** Registered Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for General Meetings. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorized use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the General Meeting. The failure of technology can happen both on the side of TomTom (and/or ING and/or Computershare and/or Lumi) or with Registered Shareholders.
- 2.3** The technical infrastructure will be implemented in a timely manner before the General Meeting in order to allow Registered Shareholders to test their access and to verify that they would be able to participate virtually in the General Meeting. TomTom will take all reasonable efforts to keep technical support lines, as provided by ING, available for Registered Shareholders.
- 2.4** Registered Shareholders may inform TomTom of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorized use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the General Meeting, will in any event be at the risk and to the account of such Shareholder.
- 2.5** Any failure of the technical infrastructure that occurs during the General Meeting which comes to the attention of the Chairman and which significantly affects the course of the General Meeting, shall be communicated by the Chairman to all Registered Shareholders. The Chairman may decide at his own discretion, taking into account the potential impact on the decision making-process within the General Meeting, whether or not the General Meeting must be suspended or cancelled due to such failure, or proceed without the possibility for certain Registered Shareholders to vote and/or follow the General Meeting virtually.
- 2.6** If the Chairman cancels the General Meeting, all business conducted up to the point of the suspension or cancellation will be valid. Should the Chairman decide to cancel the General Meeting or the remainder of the General Meeting as referred to in Clause 2.5, a new General Meeting, that does not have to be a virtual General Meeting, will be convened by TomTom as soon as reasonably possible. The agenda for such new General Meeting shall consist of the same items, to the extent not already adopted in the original meeting and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.

3. Meeting rights and voting by Registered Shareholders in General Meeting

- 3.1** Each Registered Shareholder may follow the proceedings of the General Meeting virtually and vote in real time electronically, provided that he or she timely logs in for virtual admission to the General Meeting via ING's platform with a direct link to the General Meeting provided by Computershare and Lumi in accordance with the instructions provided in the convocation of the General Meeting.
- 3.2** Shareholders must be logged in on the General Meeting via Evote by ING prior to the start of the General Meeting. Shareholders joining the General Meeting after the opening of the General Meeting by the Chairman will not be counted as attending Shareholders and will not be able to vote in that General Meeting; they will only have access to the live stream to follow the General Meeting, which will be made available on TomTom's website.

- 3.3** Shareholders attending the General Meeting, either virtually or by proxy, are counted at the start of the General Meeting as attendees for calculating how many Shareholders are represented at the General Meeting and which percentage of the issued and outstanding share capital is represented at the General Meeting. Any early log-off by a Registered Shareholder during the General Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the General Meeting, Registered Shareholders will be allowed to re-join the General Meeting only if he or she was already accounted for at the beginning of the General Meeting. The names of the Registered Shareholders in the General Meeting will be put on the registration list of Shareholders attending the General Meeting virtually or by proxy, in accordance with the provisions of the articles of association of TomTom.
- 3.4** Registered Shareholders that have submitted questions by e-mail relating to voting items on the agenda prior to the General Meeting will be able to ask questions during the General Meeting through a chat box.
- 3.5** Split voting on a shareholding that is held in one security account is not yet supported by the Computershare and Lumi platform and will therefore not be possible.
- 3.6** The Company Secretary will *inter alia* observe the procedural aspects of the General Meeting, including its virtual part, and review the final vote reconciliation prior to certifying the final results.
- 3.7** The Chairman may decide at the beginning of the General Meeting that the polls for all items will be open during the General Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the General Meeting. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the General Meeting.
- 3.8** At the close of the polls, the Chairman will, based on the voting results of the meeting, determine whether or not resolutions have been adopted by the General Meeting.
- 4. Vote confirmation and results**
- 4.1** Upon request of a Registered Shareholder, TomTom will send such Registered Shareholder a confirmation of receipt of his votes cast during the General Meeting.
- 4.2** The voting results of the General Meeting will be placed on TomTom's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the General Meeting from a technical infrastructural or information security perspective TomTom has become aware of.

Annex: Definitions and Interpretation

Chairman	means the chairman of the General Meeting.
Company Secretary	means the company secretary of TomTom.
Computershare	means Computershare Netherlands B.V., a private company with limited liability governed by Dutch law, having its official seat in Hilversum, the Netherlands.
General Meeting	means the virtual Annual General Meeting of TomTom which Shareholders are able to attend through an online audio or video connection, and if they wish to do so, cast votes electronically while the General Meeting is held.
Lumi	means Lumi Netherlands B.V., a private company with limited liability, having its official seat in Breukelen, the Netherlands.
TomTom	means TomTom N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.
Management Board	means the management board of TomTom N.V.
Policy	means the subject Policy regarding the virtual General Meeting of Shareholders.
Registered Shareholder	Each registered, identified and verified Shareholder who participates virtually in the General Meeting.
Shareholder	means a holder of one or more shares in the capital of TomTom or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of TomTom, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.
Supervisory Board	means the supervisory board of TomTom.
Terms of Use of ING	means the terms of use of the services provided by ING as they will read from time to time.
ING	means ING Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.
Evote by ING	means ING's General Meeting platform.
Vote Collector	means the independent proxy holder (civil law notary) preselected by TomTom whom a Shareholder can appoint as proxy holder with voting instructions.