



NOTICE

TomTom N.V. (the “Company”) invites its shareholders to attend its Annual General Meeting, which takes place on **Friday 14 April 2023 at 10:00 CEST** at Pakhuis de Zwijger, Piet Heinkade 179, 1019 HC Amsterdam (the “General Meeting”).

Agenda

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



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 Taco Titulaer as a member of the Management Board, and the main elements of his remuneration package;
- TomTom's financial statements 2022 and annual report 2022; and
- The Management Board Remuneration Policy and the proposed Management Board Investment Plan 2023.

These documents are also available for inspection at the office of the Company at Oosterdoksstraat 114, 1011 DK 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 they (i) are registered as such on **17 March 2023**, 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

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 **18 March and 7 April 2023 (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 7 April 2023 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 Mr M.J. Meijer Notarissen N.V. via [Evote by ING](#) no later than 7 April 2023, 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 7 April 2023, 12:00 CEST.

Voting at the General Meeting by using your own tablet/smartphone

Voting on the agenda items at the General Meeting is done through your own smartphone or tablet. You will receive your Meeting ID, username, and password at the General Meeting. Please make sure your smartphone or tablet is sufficiently charged.

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.

Amsterdam, 3 March 2023

TomTom N.V.
The Management Board