

# TomTom

## Agenda and Notice

of the Annual General Meeting of TomTom N.V. (the “Company”) to be held at Muziekgebouw aan 't IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands on Tuesday 17 April 2018 at 10:00 CET (the “General Meeting”).

### Agenda

1. Opening and announcements
2. Report of the Management Board for financial year 2017
3.
  - a. Implementation of the 2016 Corporate Governance Code
  - b. Remuneration policy for the Management Board that has been pursued for the financial year 2017
  - c. Dividend policy
4. Adoption of the annual accounts 2017\*
5. Release from liability of the members of the Management Board\*
6. Release from liability of the members of the Supervisory Board\*
7. Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares:
  - I. up to ten per cent (10%) for general purposes\*; and
  - II. up to ten per cent (10%) in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances\*
8. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 7 (i)\* and 7 (ii)\*
9. Authorisation of the Management Board to have the Company acquire its own shares\*
10. Authorisation of the Management Board to grant rights to subscribe for ordinary shares under the TomTom NV Employee Stock Option Plan and the TomTom NV Management Board Stock Option Plan and, to the extent required, to exclude pre-emptive rights in relation thereto\*
11. Re-appointment of Mrs Tammenoms Bakker as a member of the Supervisory Board of the Company with effect from 17 April 2018 for a period of four years\*
12. Re-appointment of Ernst & Young Accountants LLP as external auditor of the Company for an additional period of three years, being the financial years 2018, 2019 and 2020\*
13. Questions
14. Close

\* *Voting item(s)*

The procedure for registration and representation at the General Meeting is described below.

### General Meeting documents

The following documents are available on our website and through [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or [www.securitiesinfo.com](http://www.securitiesinfo.com)

- the agenda of the General Meeting;
- the explanatory notes to the agenda, including, among others, information regarding the nominated member of the Supervisory Board within the meaning of article 2:142, paragraph 3 of the Dutch Civil Code; and
- TomTom's annual accounts 2017 and annual report 2017.

As of today these documents are also available for inspection and can be obtained free of charge at the office of the Company, De Ruijterkade 154, 1011 AC Amsterdam and at the office of ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam (“ABN AMRO”).

### Record Date

The shareholders of the Company (the “Shareholders”) will be entitled to vote and/or attend the General Meeting, provided they (i) are registered as such on **20 March 2018**, 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 either in person, or by proxy wish to attend the General Meeting should register for the General Meeting **between 21 March 2018 and 11 April 2018 (registration closes at 12:00 CET on 11 April 2018)**. Shareholders must apply for registration at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or contact their intermediary at which their shares are administered.

The intermediaries are requested to provide ABN AMRO with an electronic statement that includes the number of shares held on the Record Date by the relevant shareholder and the number of shares which have been applied for registration **at the latest by 11 April 2018, 12:00 CET**. With the application, intermediaries are requested to include the full address details of the relevant Shareholders (and whether such holder will be represented at the General Meeting by proxy) in order to efficiently verify the shareholding on the Record Date. Upon registration ABN AMRO will issue a registration certificate via the relevant intermediaries that serves as an admission ticket to the General Meeting.

#### **Voting by proxy**

Once registered in accordance with the procedure stated above, 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 c.s., notarissen via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **no later than 11 April 2018, 12:00 CET**.

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 ABN AMRO for the attention of Corporate Broking (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam no later than **11 April 2018, 12:00 CET**.

#### **Admission to the General Meeting**

Registration for admission to the General Meeting will take place on the day of the meeting from 09:00 CET until the commencement of the General Meeting at 10:00 CET. 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, 6 March 2018

TomTom N.V.  
The Management Board