

TomTom

Agenda and Notice

TomTom N.V. (the “Company”) invites its shareholders to its the Extraordinary General Meeting, to be held at TomTom’s head office, De Ruijterkade 154, 1011 AC Amsterdam, the Netherlands on **Tuesday 13 October 2020, from 09:00 until 9:30 CEST** (the “General Meeting”).

This General Meeting will be convened for the sole purpose of the appointment of Ms. Hala Zeine and Mr. Bram Schot as members of the Supervisory Board of the Company.

Considering the current status of the COVID-19 pandemic including the restrictive measures taken by the Dutch Government, we encourage all shareholders to exercise their voting rights through a written or electronic proxy. TomTom may take precautionary measures to limit health and safety risks for all stakeholders and reserves the right to change the manner of meeting or the location of the meeting. Shareholders are advised to regularly consult the TomTom Website.

Agenda

1. Opening
2. Appointment of Ms. Hala Zeine as a member of the Supervisory Board *Voting*
3. Appointment of Mr. Bram Schot as a member of the Supervisory Board *Voting*
4. Close

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 <https://ing.evo-platform.com/tomtom> or www.securitiesinfo.com

- the notice and agenda of the General Meeting; and
- the explanatory notes to the agenda, including information on Mr. Bram Schot and Ms. Hala Zeine in accordance with article 2:142, paragraph 3 of the Dutch Civil Code.

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 ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam (“ING”).

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 **15 September 2020**, 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 **16 September 2020 and 6 October 2020 (registration closes at 12:00 CEST)**.

Shareholders must apply for registration at <https://ing.evo-platform.com/tomtom> or contact their intermediary at which their shares are administered.

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 Shareholder(s) and the number of shares which have been applied for registration **at the latest by 6 October 2020, 12:00 CEST**. With the application, intermediaries are requested to include the full address details of the relevant Shareholder(s) (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, ING 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 Notarissen N.V. via <https://ing.evo-platform.com/tomtom> **no later than 6 October 2020, 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, the Netherlands, or by e-mail: iss.pas@ing.com, **no later than 6 October 2020, 12:00 CEST**.

Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 08:30 CEST until the commencement of the General Meeting at 09:00 CEST**. After this time, registration for admission is no longer possible. Shareholders must always adhere to the safety instructions given by TomTom. TomTom may take additional precautionary measures, which may include restrictions to attend the General Meeting in person (e.g. failure to comply, health and safety risks etc.).

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, 1 September 2020
TomTom N.V.

The Management Board