TomTom

Notice Annual General Meeting

TomTom N.V. (the "Company") invites its shareholders to its Annual General Meeting, which takes place virtually on **Thursday 15 April 2021 at 14:00 CEST** (the "General Meeting").

Agenda

1. Opening and announcements

   Review of the financial year 2020
2. Report by the Management Board of the financial year 2020
3. Dividend policy
4. Remuneration in the financial year 2020 voting

   Financial statements 2020
5. Adoption of the financial statements 2020 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

   Composition of the Management Board
8. Reappointment of Harold Goddijn as a member of the Management Board voting

   Composition of the Supervisory Board
9. Reappointment of Jack de Kreij as a member of the Supervisory Board voting
10. Reappointment of Michael Rhodin as a member of the Supervisory 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 to 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
14. Authorization of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to 10% in connection with/on the occasion of mergers, acquisitions and/or (strategic) alliances voting
15. Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 14 voting

    Reappointment of external auditor
16. Reappointment of Ernst & Young Accountants LLP as external auditor of the Company for an additional period of three years, being the financial years 2021, 2022 and 2023 voting
17. Any other business
18. Close

TomTom N.V. today convenes its Annual General Meeting ("General Meeting") which will take place fully virtually. Considering the Dutch government's current guidelines surrounding the ongoing COVID-19 pandemic, TomTom believes that a virtual meeting is the most prudent decision. A virtual meeting avoids unnecessary health risks for all participants.

Shareholders may attend, participate and cast their vote electronically. See below for the procedure to be followed. The meeting will allow for interaction with shareholders in accordance with the emergency bill for Dutch legal entities during COVID-19 outbreak regarding annual general meetings that entered into force on 24 April 2020 (*Tijdelijke wet COVID-19 Justitie en Veiligheid*). TomTom's Virtual General Meeting Policy applies to all shareholders who wish to attend, participate and vote at the General Meeting through the online platform provided. This Virtual General Meeting Policy can be found on our website.

General Meeting documents
The following documents are available on our website and through Evote by ING or www.securitiesinfo.com:

- The notice of the General Meeting;

- The agenda and explanatory notes, including, among others, information regarding the reappointment of Harold Goddijn, including reference to the Remuneration Report for the main elements of his remuneration package, and information regarding the reappointment of Jack de Kreij and Michael Rhodin as members of the Supervisory Board within the meaning of article 2:142, paragraph 3 of the Dutch Civil Code;
- TomTom's financial statements 2020 and annual report 2020; and
- The Virtual General Meeting Policy.

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 **18 March 2021**, 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 either virtually or vote by proxy, should register for the General Meeting between **19 March and 8 April 2021 (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"). Virtual attendance may not be available if a Shareholder's intermediary does not support online voting.

Shareholders that have not yet verified their Evote by ING account are requested to include all required details and upload all identification documents in their Evote by ING account, in order to enable ING Bank N.V. ("ING") to arrange for proper shareholder verification. Further information will also be made available on TomTom's website and through Evote by ING.

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 8 April 2021 at 12:00 CEST**.

With the application, intermediaries are requested to include the full address details including telephone number and email address of the relevant Registered Shareholder(s) and whether such holder will be represented at the General Meeting by proxy or will vote electronically, in order to efficiently verify the shareholding on the Record Date.

Virtual Attendance - General Meeting
Registered Shareholders who attend the virtual General Meeting can attend and participate by following the proceedings of the General Meeting using their smartphone, tablet, laptop or PC by clicking the "Attend Online" button through Evote by ING which will automatically direct Registered Shareholders to the virtual General Meeting on the Lumi AGM Platform. Further information will also be made available on our website and through Evote by ING. The Virtual General Meeting Policy applies to Shareholders who attend the meeting via Evote by ING.

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 8 April 2021, 12:00 CEST.**

Electronic voting
In accordance with the emergency bill for Dutch legal entities during COVID-19 outbreak regarding annual general meetings, TomTom will offer Registered Shareholders the option to cast their votes by electronic means during the General Meeting. Shareholders registered in accordance with the procedure stated above will be able to vote online through the Lumi AGM Platform.

Admission to the General Meeting
Registered Shareholders will be able to log in through Evote by ING for virtual admission to the General Meeting on **Thursday 15 April 2021 from 13:00 CEST** until the commencement of the meeting at **14:00 CEST**. Registered Shareholders must access the Lumi AGM voting platform through Evote by ING before 14:00 CEST. Registered

Shareholders who log in after 14:00 CEST are not entitled to vote but will only have access to the live stream to follow the General Meeting, which will be made available on our website.

Asking Questions on agenda items
Registered Shareholders are invited to submit questions relating to the agenda items prior to the General Meeting to ir@tomtom.com, preferably before Thursday 8 April 2021, but ultimately before Monday 12 April 2021 at 14:00 CEST. These questions will be addressed during the General Meeting. Registered Shareholders will be able to ask questions during the General Meeting through a chat box.

Amsterdam, 4 March 2021

TomTom N.V.
The Management Board