

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 Monday 24 April 2017 at 10:00 CET (the “General Meeting”).

Agenda

1. Opening and announcements
2. Report of the Management Board for financial year 2016
3. Remuneration of the Management Board:
Discussion of the remuneration policy for the Management Board that has been pursued for the financial year 2016
4. Adoption of the annual accounts 2016*
5. Dividend Policy
6. Release from liability of the members of the Management Board*
7. Release from liability of the members of the Supervisory Board*
8. 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*
9. Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 8 (i)* and 8 (ii)*
10. Authorisation of the Management Board to have the Company acquire its own shares*
11. 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*
12. Composition of the Management Board:
Re-appointment of Mr Goddijn as a member of the Management Board of the Company with effect from 24 April 2017 for a period of four years*
13. Composition of the Supervisory Board:
 - (i) Re-appointment of Mr Wakkie as a member of the Supervisory Board of the Company with effect from 24 April 2017 for a period of two years*
 - (ii) Appointment of Mr Rhodin as a member of the Supervisory Board of the Company with effect from 24 April 2017 for a period of four years*
14. Questions
15. Close

* Voting item(s)

Agenda and Notice / Continued

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 or 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 Management Board and information regarding the nominated members of the Supervisory Board within the meaning of article 2:142, paragraph 3 of the Dutch Civil Code; and
- TomTom's annual accounts 2016 and annual report 2016.

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 **27 March 2017**, 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 28 March 2017 and 18 April 2017 (registration closes at 12:00 CET on 18 April 2017)**. Shareholders must apply for registration at 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 18 April 2017, 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 **no later than 18 April 2017, 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 18 April 2017, 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, 13 March 2017

TomTom N.V.
The Management Board