

## Explanatory notes to the agenda

of the Extraordinary General Meeting of TomTom N.V. (the “Company”) to be held at TomTom’s head office, De Ruijterkade 154, 1011 AC Amsterdam, the Netherlands on Thursday 28 September 2017 at 9:00 CET (the “General Meeting”). The General Meeting will be convened for the sole purpose of the appointment of Mr Leukert as a member of the Supervisory Board of the Company.

### Agenda item 2

#### Composition of the Supervisory Board:

#### **Appointment of Mr Leukert as a member of the Supervisory Board of the Company with effect from 28 September 2017 for a period of four years**

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Mr Leukert is proposed for appointment as a member of the Supervisory Board for a period of four years, effective as of 28 September 2017. This four-year period ends after the Annual General Meeting of 2021.

Mr Leukert will bring a wealth of experience in technology transformation and innovation to the Supervisory Board and the Company. His impressive track record in the information technology sector and his knowledge of the business of software development and delivery makes him a great asset to TomTom.

Mr Leukert was born in 1967 and is a German national. Mr Leukert holds a Master’s degree in business administration with an emphasis on engineering and information technology from the University of Karlsruhe, Germany. Mr Leukert is currently a member of the Executive Board of SAP SE with global responsibility for the development and delivery of all products across SAP’s product portfolio. In addition, he heads strategic innovation initiatives. Mr Leukert joined SAP in 1994 and has held various management positions in application development, technology development, software engineering, and process governance. He is also a member of the Supervisory Boards of the German Research Center for Artificial Intelligence (Deutsches Forschungszentrum für Künstliche Intelligenz, DFKI) and of Bertelsmann SE & Co. KGaA, a member of the Market Strategy Board of the International Electrotechnical Commission and the steering committee chairman of the Plattform Industrie 4.0 for the German government’s Industrie 4.0 initiative.

Mr Leukert complies with the statutory regime limiting the number of supervisory board positions that may be held by supervisory board members under Dutch law, as well as with the independence criteria of the Dutch Corporate Governance Code and with the Supervisory Board profile.

Mr Leukert does not hold any shares in the capital of the Company.