

Notulen van de Buitengewone Algemene Vergadering van TomTom N.V., gehouden ten kantore van TomTom N.V., De Ruijterkade 154, 1011 AC Amsterdam op donderdag 28 september 2017.

1. Opening

Voorzitter

Dames en heren, als voorzitter van deze vergadering en namens de Raad van Commissarissen en de Raad van Bestuur, heet ik u van harte welkom bij deze buitengewone algemene vergadering van TomTom N.V., die ik hierbij open.

Ik stel u voor aan de personen achter de tafel:

De leden van de Raad van Commissarissen: Jacqueline Tammenoms Bakker, Jack de Kreij, Mike Rhodin en toekomstig lid van de Raad van Commissarissen, Bernd Leukert.

Leden van de Raad van Bestuur: Harold Goddijn, CEO, Taco Titulaer, CFO en Alain De Taeye.

Ik benoem hierbij Mathilde Alberts tot Secretaris van deze vergadering. Zij zal de notulen van deze vergadering opstellen.

Deze vergadering is enkel en alleen bijeengeroepen voor de voorgenomen benoeming van Bernd Leukert tot lid van de Raad van Commissarissen van TomTom N.V. Ik zal dit agendapunt in het Engels behandelen, aangezien de heer Leukert geen Nederlands verstaat. De rest van de vergadering zal, zoals gebruikelijk, in het Nederlands plaatsvinden.

Ik verzoek u dan ook alleen vragen te stellen aangaande de voorgenomen benoeming. Voordat u uw vraag stelt, wordt u verzocht uw naam te vermelden zodat deze gegevens correct worden opgenomen in de notulen van deze vergadering.

Deze vergadering is rechtsgeldig bijeengeroepen. Er zijn geen verzoeken ontvangen van aandeelhouders om punten aan de agenda toe te voegen.

Zoals gebruikelijk, zal het stemresultaat na afloop van deze vergadering kunnen worden geraadpleegd op de website van de vennootschap.

Ik merk op dat bij het begin van de vergadering van het totale aantal geplaatste aandelen, te weten 35.294.316 aandelen, zijn vertegenwoordigd 148.325.592 aandelen, dat is 63% van de stemgerechtigde aandelen.

Ik constateer dat, aangezien meer dan de helft van het geplaatste kapitaal ter vergadering is vertegenwoordigd, besluiten in deze buitengewone vergadering kunnen worden genomen met volstrekte meerderheid van de uitgebrachte stemmen.

2. Benoeming van de heer Leukert als lid van de Raad van Commissarissen van TomTom N.V.

Voorzitter

Dan gaan we nu over tot **agendapunt 2**: Benoeming van de heer Leukert als lid van de Raad van Commissarissen van TomTom N.V.

We will now switch to English. Bernd nice to have you here today, welcome.

The Supervisory Board proposes to appoint you, Bernd, as a member of the Supervisory Board for a period of four years, effective as of today. This four-year period ends after the Annual General Meeting of 2021. That is not totally four years, because we have our Annual General Meeting in April 2021.

I would like to take the opportunity now to introduce Bernd Leukert to you.

Bernd was born in 1967 and is a German national. He holds a Master's degree in business administration with an emphasis on engineering and information technology from the University of Karlsruhe, Germany.

Bernd 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. He has been with SAP for nearly 25 years and has held various management positions.

He is also a member of the Supervisory Boards of the German Research Center for Artificial Intelligence 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.

More information about Bernd can be found in the explanatory notes and on the TomTom website.

Bernd 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.

Bernd do you want to add something?

Bernd Leukert

Just a high appreciation of the nice introduction and warm welcome. I feel honoured to be part of the team and good morning from my side.

Voorzitter

Ik geef u nu graag de gelegenheid om vragen te stellen ten aanzien van deze voorgenomen benoeming. Wie mag ik daarover het woord verlenen? *[geen reactie]*

Ik stel u voor dan om te gaan stemmen. Wij kunnen stemmen bij acclamatie. Zijn er aandeelhouders die tegen willen stemmen of zich van stemming willen onthouden? *[geen tegenstemmen]*

Als er niemand is die tegenstemt of zich van stemmen onthoudt dan gaan we het bij acclamatie doen. *[applaus]*

Is dat voor de notaris voldoende waarborg? Ja?

Notaris

Ja.

Voorzitter

Moet ik hier nog iets aan toevoegen?

Notaris

Ik heb nog een aantal onthoudingen.

Voorzitter

Ja, gaat uw gang.

Notaris

Dat zijn er achtenveertigduizend zevenhonderdvijftig (48.750).

Voorzitter

En de rest van uw volmachten betekenen voor stemmen? Dus de acclamatie is werkelijk een grote acclamatie?

Notaris

Ja.

Voorzitter

Congratulations. There were no votes against. Everybody has actually voted in favor and there was close to a one hundred percent (100%) score.

Bernd Leukert

Thanks a lot for the trust. I am committed and excited to be part of the team. Thank you.

Voorzitter

Er is geen ander agendapunt. Er is geen rondvraag. Maar ik vind wel, dat is eigenlijk in afwijking van het protocol en ik denk dat veel commissarissen het niet met me eens zijn op dat punt, dat ieder van de aanwezigen één vraag mag stellen, want ze zijn door de regen gekomen en ik vind het een beetje treurig om dan te zeggen er is geen rondvraag en je mag helemaal niets vragen. Maar het is één vraag per deelnemer dan wat buiten de agenda is. Ik ga van links naar rechts.

De heer Weverink

Ik volg de ontwikkelingen van TomTom nauw. Ik houd ook van innovatie en kijken waar je het verschil kunt maken als organisatie. Ik zit zelf in de IT en ik ben altijd benieuwd hoe je die slag gaat maken. SAP is een mooie achtergrond. I switch to English. SAP is a good background but I think you can make the difference and bring value to the company. Also, a big challenge for TomTom is to make the big step and be successful hopefully with Baidu and others. And maybe you can give some more view on where your feeling is right now and how you make that challenge happen.

Harold Goddijn

That is a good question. I am well-prepared to answer that because we have a strategy in the Board and we will give a full introduction to Bernd. So, there is a lot happening in our industry as you know. And I think if you look at the next three to four years, if you look at the business and the revenue and the contracts, it is mostly business as usual. We don't see any big disruptions. We are winning market share in automotive. We have some exciting opportunities with Microsoft where we are bringing innovation in the location-based services in the Azure cloud or the Microsoft customer base. In Telematics we are going well. We are moving into an internet of things platform for connected cars on top of what we are doing in Telematics business already. We are doing that. We know what we are doing. We are working consistently to make better products to better understand each of our customers and to adapt. If you look a bit further, then there is a real excitement ahead of it and that is in the form of autonomous driving. And autonomous driving is not going to be a big bang. It is not going to be from one day to the next with everybody sitting in a robot car, but what we will see is increasingly that the data we are producing are going to be used by carmakers to make their car safer and achieve higher levels of automation, automatic speed control, automatic lane guidance, eventually leading to a fully autonomous vehicle. And that is really exciting. And a lot needs to happen still to make that a reality on our side but also on the industry side. So, we are really moving into a position to be successful there and that is also the thing we are doing with Baidu, where we are joining forces to create the tools and the technologies to make that data by standard. It can be used in the western world and in China. Don't expect anything big in the next three years. There is a lot of preparation, a lot of investment going on in that space. But then, come 2020, 2021, you will see increasingly that our data and technologies are used to achieve a higher degree of automation,

De heer Weverink

So the transformation of a hardware company now to big data company.

Harold Goddijn

We are moving to a big data company with all the challenges and opportunities there. So, if we look at the technology landscape that is also changing profoundly where artificial intelligence, computer vision technologies, big data, big data analysis, are playing an increasingly important role in the product creation. We are doing it for a long time, but the technologies we are using are maturing very, very quickly. So, that is happening. The other thing we are observing is that finding the right people is getting increasingly difficult. For TomTom as for most technology companies I think, the labor market is really tight and finding the right people is going to be increasingly challenging. Salaries will go up. So, we see that, but in that environment, we are having great teams and fantastic people really very excited. Yesterday we had terrific presentations of what we think we can do in terms of computer vision and artificial intelligence. It is really, really exciting stuff.

De heer Nijdam

Basically, this long answer answers a lot of questions, like you are moving away from the nice watches that you are wearing or the 'kastjes' as you say and you go into the automation that you say outside and the world is a very big place. So, there is a lot of future I hope for TomTom in that sense. Because here in the western world we have the autonomous driving in my car. Everything is available but it does not work everywhere yet. That means much more precise data, to the point, maybe a few centimeters, and that is an enormous amount of work that needs to be done. That's why I believe that your company if you go automation-wise and you have the right people has a good future with the big partners of course for the rest of the world. You can't do it autonomously here just out of Amsterdam. But is that a right way of looking at your company?

Harold Goddijn

I think that is pretty accurate. Yes. Yes, I would second that.

De heer Ortega

Good morning everybody. My name is Ortega. I am a loyal investor of TomTom.

My question is: do I still have the reason to hold on it and maybe buy more. Perhaps it is a difficult question.

Harold Goddijn

I can't answer that question.

De heer Ortega

Because there are a lot of strategic plans absolutely, like driverless world.

Voorzitter

Thank you very much.

3. Sluiting

So thank you very much for joining us today and again congratulations. And I close the meeting and there is coffee outside.
