

# Power of Attorney

## The undersigned:

*If the shareholder is a private person:*

Name: \_\_\_\_\_

Address: \_\_\_\_\_

*If the shareholder is a legal entity:*

Company name: \_\_\_\_\_

Statutory seat: \_\_\_\_\_

Office address: \_\_\_\_\_

Legal representative(s): \_\_\_\_\_

Number of TomTom N.V. shares held on record date and for which this power of attorney is granted (27 March 2017):

\_\_\_\_\_

(the "**Shareholder**"),

## whereas:

- the undersigned is holder of shares in the capital of the public company with limited liability (naamloze vennootschap) TomTom N.V., having its seat in Amsterdam (the "**Company**");
- the Management Board of the Company convened the Annual General Meeting of Shareholders to be held on 24 April 2017 at 10:00 CET (the "**Meeting**");
- the undersigned instructed his/her intermediary on the registration of the meeting for the number of shares set out above,

## hereby:

- grants a power of attorney to \_\_\_\_\_ (the "**Attorney**"), to (i) attend the Meeting and (ii) represent the Shareholder in the Meeting and to cast a vote in accordance with the voting instructions attached to this power of attorney; and
- agrees to indemnify and to hold harmless the Attorney against any claims, actions or proceedings made against the Attorney and against any damages, costs and expenses that the Attorney might incur for any steps taken by anyone of them in connection with this power of attorney.

This power of attorney is governed by Dutch law.

*(signature on the final page)*

## Voting instruction form\*

\*The numbers refer to the voting item as listed on the agenda. For a valid vote, please **only mark one box per voting item**. Please only complete this section, in case you want to give voting instructions in advance of the Meeting.

**4. Adoption of the annual accounts 2016**

IN FAVOUR     AGAINST     ABSTAIN

**6. Release from liability of the members of the Management Board**

IN FAVOUR     AGAINST     ABSTAIN

**7. Release from liability of the members of the Supervisory Board**

IN FAVOUR     AGAINST     ABSTAIN

**8. (i) Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) for general purposes**

IN FAVOUR     AGAINST     ABSTAIN

**8. (ii) Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances**

IN FAVOUR     AGAINST     ABSTAIN

**9. (i) Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 8 (i)**

IN FAVOUR     AGAINST     ABSTAIN

**9. (ii) Authorisation of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 8 (ii)**

IN FAVOUR     AGAINST     ABSTAIN

**10. Authorisation of the Management Board to have the Company acquire its own shares**

IN FAVOUR     AGAINST     ABSTAIN

**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**

IN FAVOUR     AGAINST     ABSTAIN

**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**

IN FAVOUR     AGAINST     ABSTAIN

13. (i) **Composition of the Supervisory Board: 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**

IN FAVOUR       AGAINST       ABSTAIN

13. (ii) **Composition of the Supervisory Board: 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**

IN FAVOUR       AGAINST       ABSTAIN

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**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Date and place:** \_\_\_\_\_

This power of attorney should be received by ABN AMRO (for the attention of Corporate Broking (HQ7050), Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands or by e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)) **no later than 12.00 CET on 18 April 2017**. A copy of this power of attorney needs to be shown at registration on the day of the meeting by the attorney, who should be able to demonstrate that the power of attorney was signed by the shareholder.