

## Agenda and Notice

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

1. Opening
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 (**voting item**)
3. Close

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](http://www.abnamro.com/evoting) or [www.securitiesinfo.com](http://www.securitiesinfo.com)

- the agenda of the General Meeting; and
- the [explanatory notes to the agenda](#), including information on Mr Leukert in accordance with article 2:142, paragraph 3 of the Dutch Civil Code.

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 **31 August 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 **1 September 2017 and 21 September 2017 (registration closes at 18:00 CET on 21 September 2017)**. Shareholders must apply for registration at [www.abnamro.com/evoting](http://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(s) and the number of shares which have been applied for registration **at the latest by 21 September 2017, 18:00 CET**. With the application, intermediaries are requested to include the full address details of the relevant Shareholder(s) (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.

## Agenda and Notice / Continued

### 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 Notarissen N.V. via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) **no later than 21 September 2017, 18:00 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, the Netherlands, or by e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com), **no later than 21 September 2017, 18:00 CET.**

### Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 08:30 CET until the commencement of the General Meeting at 9:00 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, 17 August 2017

TomTom N.V.

The Management Board