

RESOLUTIONS**ANNUAL GENERAL MEETING OF TOMTOM N.V. (THE “COMPANY”) HELD ON
MONDAY 24 APRIL 2017****Voting items**

- **(agenda item 4)**
Adoption of the Annual Accounts 2016
- **(agenda item 6)**
Release from liability of the members of the Management Board
- **(agenda item 7)**
Release from liability of the members of the Supervisory Board
- **(agenda item 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
- **(agenda item 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
- **(agenda item 9 (i))**
Authorisation of the Management Board, until 24 October 2018, as the body authorised, subject to the prior approval of the Supervisory Board, to resolve to exclude or restrict the pre-emptive rights of shareholders in relation to the issuance of ordinary shares which can be granted or issued pursuant to the authority as mentioned under agenda item 8 (i)
- **(agenda item 9 (ii))**
Authorisation of the Management Board, until 24 October 2018, as the body authorised, subject to the prior approval of the Supervisory Board, to resolve to exclude or restrict the pre-emptive rights of shareholders in relation to the issuance of ordinary shares which can be granted or issued pursuant to the authority as mentioned under agenda item 8 (ii)
- **(agenda item 10)**
Authorisation of the Management Board to have the Company acquire its own shares

- ***(agenda item 11)***

Authorisation of the Management Board to grant rights to subscribe for ordinary shares under the TomTom NV Employee Stock Option Plan and TomTom NV Management Board Stock Option Plan and – to the extent required – to exclude pre-emptive rights in relation thereto

- ***(agenda item 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

- ***(agenda item 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

- ***(agenda item 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

VOTING RESULTS PER AGENDA ITEM

Of the total number of issued shares, being 233,226,685, there were 144,056,810 shares represented at the meeting on which a total of 144,056,810 votes could be cast.

	Total number of shares for which votes were validly cast *	Percentage of the issued capital**	For	Against	Abstentions
Agenda item 4	143,855,130	61.68%	143,855,126	4	201,523
Agenda item 6	144,048,629	61.76%	144,043,336	5,293	8,126
Agenda item 7	144,013,750	61.75%	144,013,357	393	43,005
Agenda item 8 (i)	144,045,751	61.76%	137,023,368	7,022,383	11,004
Agenda item 8 (ii)	144,050,094	61.76%	136,827,246	7,222,848	6,661
Agenda item 9 (i)	144,053,471	61.77%	137,010,470	7,043,001	3,284
Agenda item 9 (ii)	144,046,749	61.76%	136,734,482	7,312,267	10,006
Agenda item 10	144,014,311	61.75%	144,007,099	7,212	42,444
Agenda item 11	144,024,911	61.75%	117,418,378	26,606,533	31,844
Agenda item 12	143,866,939	61.69%	143,736,728	130,211	189,816
Agenda item 13 (i)	143,812,538	61.66%	141,362,723	2,449,815	244,217
Agenda item 13 (ii)	144,054,227	61.77%	143,707,597	346,630	2,528

* this number is equal to the number of validly cast votes; it concerns the total number of votes for and against; the number of abstentions is not included in this number

** it concerns the percentage of the total number of votes for and against compared to the total number of issued shares