

Explanatory notes to the agenda

of the Annual General Meeting of TomTom N.V. (the “Company”) to be held at Muziekgebouw aan ‘t IJ, Piet Heinkade 1, 1019 BR Amsterdam, the Netherlands on Monday 24 April 2017 at 10.00 CET (the “General Meeting”).

Agenda item 2

Report of the Management Board for financial year 2016

Mr Goddijn, Chief Executive Officer, will present the view of the Management Board on the key developments of 2016 and the first quarter of 2017. Furthermore, the General Meeting is invited to discuss the annual report for financial year 2016.

Agenda item 3

Remuneration of the Management Board:

Discussion of the remuneration policy for the Management Board that has been pursued for the financial year 2016

In accordance with article 2:135 paragraph 1 of the Dutch Civil Code, the Company currently has a policy in place that governs the remuneration of the Management Board. For further explanation, reference is made to the Remuneration Report on page 60 up to and including page 62 of the annual report 2016 which includes the statements made as described in article 2:383 c through 2:383 e of the Dutch Civil Code to the extent applicable.

The General Meeting is invited to discuss the statements made as described in article 2:383 c through 2:383 e of the Dutch Civil Code and the accountability of the remuneration policy that was followed for financial year 2016.

Agenda item 4

Adoption of the annual accounts 2016

This agenda item concerns the proposal for the General Meeting to adopt the annual accounts for financial year 2016.

Agenda item 5

Dividend Policy

In accordance with the Company’s articles of association, any decision about the reservation of profits is at the discretion of the Management Board, herewith considering various factors including business prospects, cash requirements, financial performance, new product development and plans for international expansion.

The Management Board has no current plans to distribute a dividend. The Company gives priority to increasing technology investments to strengthen its capabilities and competitive position, whilst at the same time improving its balance sheet.

The Company believes that allocating its cash resources to these priorities, serves the shareholders’ interests better in the longer term. The General Meeting is invited to discuss this policy of the Company.

Agenda item 6

Release from liability of the members of the Management Board

This agenda item concerns the proposal for the General Meeting to release the members of the Management Board in office during the 2016 financial year from liability towards the Company for their management insofar as such management is apparent from the annual accounts and annual report for financial year 2016 or other public disclosures prior to the adoption of the annual accounts and annual report for financial year 2016.

Agenda item 7

Release from liability of the members of the Supervisory Board

This agenda item concerns the proposal for the General Meeting to release the members of the Supervisory Board in office during the 2016 financial year, from liability towards the Company for their supervision insofar as such supervision is apparent from the annual accounts and annual report for financial year 2016 or other public disclosures prior to the adoption of the annual accounts and annual report for financial year 2016.

Agenda item 8

Authorisation of the Management Board to issue ordinary shares or to grant rights to subscribe for ordinary shares:

- (i) up to ten per cent (10%) for general purposes; and
- (ii) up to ten per cent (10%) in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances

This agenda item consists of the following two voting items:

- (i) proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 24 April 2017 up to and including 24 October 2018), as the body authorised, subject to the prior approval of the Supervisory Board, to issue ordinary shares or to grant rights to subscribe for ordinary shares up to ten per cent (10%) of the number of issued ordinary shares as per 24 April 2017, which ten per cent (10%) can be used for general purposes, including but not limited to the financing of mergers and acquisitions.
- (ii) proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 24 April 2017 up to and including 24 October 2018), as the body authorised, subject to the prior approval of the Supervisory Board, to issue ordinary shares or to grant rights to subscribe for ordinary shares for up to ten per cent (10%) of the number of issued ordinary shares as per 24 April 2017, which ten per cent (10%) can only be used in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances.

If these authorisations under (i) and (ii) are approved at the General Meeting, the existing authorisations as granted per 22 April 2016 will cease to apply.

The Management Board considers that it is in the Company's best interest to be able to react in a timely manner when certain opportunities arise that need the issuance of ordinary shares. Therefore, the Management Board wishes to be authorised to issue ordinary shares and to grant rights to subscribe for such shares when such occasions occur, without the need to obtain prior approval from its shareholders at an Extraordinary General Meeting which would take valuable time to convene and may create disruptive market speculation.

These authorisations are each a separate authorisation from the authorisation requested under agenda item 11.

Agenda item 9

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

This agenda item consists of the following two voting items:

- (i) proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 24 April 2017 up to and including 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 ordinary shares, which shares can be issued or which rights can be granted pursuant to the authority as mentioned under 8 (i) above;
- (ii) proposal to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 24 April 2017 up to and including 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 ordinary shares, which shares can be issued or which rights can be granted pursuant to the authority as mentioned under 8 (ii) above.

Pursuant to the Company's articles of association, if less than 50% of the issued capital is represented, these proposals can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt these proposals. If these authorisations are approved at the General Meeting, the existing authorisations, as granted per 22 April 2016, will cease to apply.

In order for the Management Board to effectively use the authorisation proposed under agenda item 8 (i) and 8 (ii) above, the statutory pre-emptive rights every holder of ordinary shares has upon the issue of ordinary shares, should be excluded or restricted.

Agenda item 10

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

In accordance with article 7 of the Company's articles of association, subject to certain conditions, the Company may acquire paid-up shares in the capital of the Company for consideration, subject to authorisation of the General Meeting.

The current authorisation expires on 22 October 2017. Therefore, it is proposed to the General Meeting to authorise the Management Board for a period of 18 months from the date of the General Meeting (i.e. from 24 April 2017 up to and including 24 October 2018) to acquire shares in the capital of the Company on the stock exchange up to ten per cent (10%) of the issued share capital as per 24 April 2017 and for a price of approximately the stock exchange price with a margin of ten per cent (10%) of the stock exchange price. Stock exchange price means: the average of the closing price of the TomTom share according to the Official Price List of Euronext Amsterdam on the five consecutive trading days immediately preceding the date of purchase.

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 the TomTom NV Management Board Stock Option Plan and – to the extent required – to exclude pre-emptive rights in relation thereto

It is proposed to authorise the Management Board to grant, subject to the prior approval of the Supervisory Board, rights to subscribe for up to 1,380,000 ordinary shares for the purpose of executing the TomTom NV Employee Stock Option Plan and the TomTom NV Management Board Stock Option Plan for a period starting from the General Meeting and continuing up until the Annual General Meeting to be held in 2018, and to the extent required, to exclude pre-emptive rights pertaining to the rights to subscribe for ordinary shares in relation thereto.

The total number of ordinary shares or rights to subscribe for ordinary shares to be awarded to eligible employees and to members of the Management Board under the abovementioned stock option plans is 1,380,000.

This authorisation is a separate authorisation from the authorisations requested under agenda item 8 (i) and 8 (ii).

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

Mr Goddijn was appointed for a period of four years on 23 April 2013 and therefore his term of office will end after the 2017 General Meeting. Mr Goddijn is one of the founders of TomTom and is Chief Executive Officer since 2001. In view of his extensive managerial experience and knowledge of the business and the way he fulfils his role as Chief Executive Officer, the Supervisory Board, by unanimous resolution, made a binding nomination, whereby Mr Goddijn is proposed for re-appointment as a member of the Management Board for a period of four years ending after the Annual General Meeting of 2021.

The components of Mr Goddijn's remuneration package, as well an explanation on the Management Board's annual bonus and long term incentive scheme are set out in the annual report 2016.

Mr Goddijn was born in 1960 and is a Dutch national. He began his career with a venture capital firm. In 1989, Mr Goddijn founded and led Psion Netherlands B.V., a joint venture with Psion PLC. He also served on the board of Psion PLC. In 1991, he co-founded TomTom together with Corinne Vigreux, Peter-Frans Pauwels and Pieter Geelen.

Mr Goddijn complies with the statutory regime limiting the number of management board positions that may be held by management board members under Dutch law.

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

As set forth in the current rotation plan, Mr Wakkie's re-appointment is due this year. Mr Wakkie has served for eight years on the Supervisory Board and is available for re-appointment for a term of two years.

In view of the excellent way Mr Wakkie fulfils his role as member of the Supervisory Board (and since 2014 as Chairman), the Supervisory Board, by unanimous resolution, made a binding nomination, whereby Mr Wakkie is proposed for re-appointment as a member of the Supervisory Board for a period of two years ending after the Annual General Meeting of 2019.

Mr Wakkie was born in 1948 and is a Dutch national. He is a founding partner of Spinath+Wakkie B.V., Chairman of the Supervisory Board of Wolters Kluwer N.V. and member of the Supervisory Board of BCD Holdings N.V.

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

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

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Mr Rhodin is proposed for appointment as a member of the Supervisory Board for a period of four years, effective as of 24 April 2017. This four-year period ends after the Annual General Meeting of 2021.

Mr Rhodin will bring extensive technology experience and competency to the Supervisory Board and the Company. His nomination fits well with TomTom's positioning as a leading technology company.

Mr Rhodin was born in 1961 and is a U.S. national. He is currently a Senior Vice President at IBM, responsible for business development on IBM's Watson platform. He is also a member of the International Advisory Board of Santander. Mr Rhodin has served as an Officer of IBM for over seven years, and has held several senior management positions throughout his 33-year career with IBM.

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