

# TomTom N.V.

Notice to attend the **Annual General Meeting of Shareholders of TomTom NV** (the “Company”) to be held on Tuesday 28 April 2009 from 10am to 12pm at Oosterdoksstraat 114, 1011 DK Amsterdam, the Netherlands

## Agenda

1. Opening and announcements
2. Presentation by Mr. H.C.A. Goddijn, Chief Executive Officer
3. Annual Report 2008
4. Adoption of the Annual Accounts 2008\*
5. Release from liability of the members of the Management Board\*
6. Release from liability of the members of the Supervisory Board\*
7. The Company’s policy on additions to reserves and on dividends
8. Extension of the authority of the Management Board to have the Company acquire its own shares\*
- 9a. Extension of the authority of the Management Board to issue shares or to grant rights to acquire shares\*
- 9b. Extension of the authority of the Management Board to restrict or exclude pre-emptive rights\*
- 10a. Re-appointment of Mr H.C.A. Goddijn as a member of the Management Board with effect from 28 April 2009\*
- 10b. Re-appointment of Ms M.M. Wyatt as a member of the Management Board with effect from 28 April 2009\*
11. Appointment of Mr P.N. Wakkie as a member of the Supervisory Board with effect from 28 April 2009\*
12. Adoption of the proposals to amend the Remuneration Policy for members of the Management Board\*
- 13a. Approval of the proposed TomTom NV Management Board Stock Option Plan 2009\*
- 13b. Authorisation of the Management Board to grant rights to subscribe for ordinary shares under the TomTom NV Employee Stock Option Plan 2009 and TomTom NV Management Board Stock Option Plan 2009 and to - the extent required - exclude pre-emptive rights \*
14. Re-appointment of Deloitte Accountants BV as auditor of the Company\*
15. Questions
16. Close

\* Voting item(s)

### **Meeting documents**

The full agenda and the explanatory notes thereto, including the information regarding the nominated members of the Supervisory Board within the meaning of article 2:142 paragraph 3 Civil Code and TomTom's Annual Accounts 2008 and Annual Report 2008 are available on our website: <http://investors.tomtom.com/tomtom/agm>. These documents are also available for inspection and can be obtained free of charge at the office of TomTom NV, Oosterdoksstraat 114, 1011 DK Amsterdam and at the office of Kempen & Co NV, Beethovenstraat 300, 1077 WZ Amsterdam.

### **Record Date**

The Management Board has determined that those who are registered on **17 April 2009** (the "Record Date"), after processing all additions and withdrawals as at the Record Date, in the administration held by the Affiliated Institutions with Euroclear Nederland within the meaning of the Wet Giraal Effectenverkeer, will have the right to attend the Annual General Meeting of Shareholders on 28 April 2009 in person or by proxy and to vote thereat.

### **Notification**

Holders of ordinary shares who either in person or by proxy wish to attend the Annual General Meeting of Shareholders, must notify Kempen & Co. NV in writing (Kempen & Co. NV, Agency Services department, Beethovenstraat 300, 1077 WX Amsterdam or by facsimile: +31 20 348 9549 or by e-mail: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) **by 17.00 pm Amsterdam time on 23 April 2009** at the latest via their bank or broker which keeps their shares registered in its administration. The registration certificate issued by Kempen & Co. NV serves as admission ticket for the meeting.

### **Proxy**

Shareholders who wish to have themselves represented at the meeting by a proxy appointed by them must register in accordance with the procedure stated above and also deposit a written power of attorney which must be received by the Company (TomTom NV, for the attention of Mrs. D. Vork, Oosterdoksstraat 114, 1011 DK, Amsterdam or by e-mail: [dorine.vork@tomtom.com](mailto:dorine.vork@tomtom.com)) no later than **17.00 pm Amsterdam time on 23 April 2009**. A power of attorney and voting instruction form can be obtained for this purpose via our website [www.tomtom.com](http://www.tomtom.com).

### **Registration and identification**

Registration for admission to the Annual General Meeting of Shareholders will take place from 9am until the commencement of the meeting at 10am. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.

Amsterdam, 9 April 2009

The Management Board  
TomTom NV

[www.tomtom.com](http://www.tomtom.com)