



## NOTICE

TomTom N.V. (the “Company”) invites its shareholders to attend its Annual General Meeting, which takes place on **Wednesday 17 April 2024 at 10:00 CEST** at the Company’s headquarters, located at De Ruijterkade 154, 1011 AC, Amsterdam (the “General Meeting”).

### Agenda

1. Opening and announcements

#### Review of the financial year 2023

2. Report by the Management Board of the financial year 2023
3. Dividend policy
4. Advisory vote on the 2023 Remuneration Report **voting**
5. Application of the Dutch Corporate Governance Code

#### Financial statements 2023

6. Adoption of the financial statements 2023 **voting**
7. Release from liability of the members of the Management Board **voting**
8. Release from liability of the members of the Supervisory Board **voting**

#### Remuneration policy

9. Amendment of the Remuneration Policy for the Management Board **voting**
10. Amendment of the Remuneration Policy for the Supervisory Board **voting**

#### Composition of the Management Board

11. Reappointment of Alain De Taeye as a member of the Management Board **voting**

#### Composition of the Supervisory Board

12. Appointment of Maaïke Schipperheijn as a member of the Supervisory Board **voting**

#### Shares

13. Authorization of the Management Board to have the Company acquire its own shares **voting**
14. Authorization to reduce the issued share capital by cancelling shares acquired by the Company **voting**
15. Authorization of the Management Board to issue ordinary shares or grant rights to subscribe for ordinary shares up to 10% for general purposes **voting**
16. Authorization of the Management Board to restrict or exclude pre-emptive rights in connection with agenda item 15 **voting**
17. Any other business
18. Close



### General Meeting documents

The following documents are available on [our website](#) and through [Evote by ING](#):

- The notice of the General Meeting;
- The agenda and explanatory notes, including, among others, information regarding the reappointment of Alain De Taeye as a member of the Management Board, the main elements of his remuneration package, and including information on Maaïke Schipperheijn in accordance with article 2:142, paragraph 3 of the Dutch Civil Code;
- TomTom's financial statements 2023 and annual report 2023;
- The Management Board Remuneration Policy 2024; and
- The Supervisory Board Remuneration Policy 2024.

These documents are also available for inspection at the Company's headquarters, located at De Ruijterkade 154, 1011 AC, Amsterdam, the Netherlands, and at the office of ING Bank N.V., Foppingadreef 7, 1102 BD Amsterdam ("ING").

### Record Date

The shareholders of the Company (the "Shareholders") will be entitled to attend, participate and cast their vote at the General Meeting provided that they (i) are registered as such on up to and including **20 March 2024**, 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 wish to attend the General Meeting or vote by proxy, should register for the General Meeting between **21 March and 10 April 2024 (registration closes at 12:00 CEST)**. Shareholders must apply for registration through [Evote by ING](#) or contact their intermediary at which their shares are administered ("Registered Shareholder").

The intermediaries are requested to provide ING with an electronic statement that includes the number of shares held on the Record Date by the relevant Registered Shareholder(s) and the number of shares which have been applied for registration **at the latest by 10 April 2024 at 12:00 CEST**.

With the application, intermediaries are requested to include the full address details, telephone number, and email address of the relevant Registered Shareholder(s) and whether such holder will be represented at the General Meeting by proxy, to efficiently verify the shareholding on the Record Date.

### Voting by proxy

Registered 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 [Evote by ING](#) no later than 10 April 2024, 12:00 CEST.

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 ING for the attention of Issuer Services TRC 02.039, Foppingadreef 7, 1102 BD Amsterdam, or by e-mail: [agm.pas@ing.com](mailto:agm.pas@ing.com) no later than 10 April 2024, 12:00 CEST.

### Voting at the General Meeting

You will be provided with a voting device at the registration desk. Voting on the agenda items at the General Meeting is done through this voting device.

### Admission to the General Meeting

Registration for admission to the General Meeting will take place on the day of the meeting **from 09:15 CEST until the commencement of the General Meeting at 10:00 CEST**. 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.

There is a limited number of parking spots available in the Company's parking garage. Should you wish to make use of a parking spot, please register by sending an e-mail to [corporate.housekeeping@tomtom.com](mailto:corporate.housekeeping@tomtom.com). Please state your full name and the license plate number of your car when registering. The route to the location of the General Meeting can be accessed [here](#).

Amsterdam, 6 March 2024

**TomTom N.V.**  
The Management Board