



## **TomTom's EGM votes in favour of the proposed cash offer of EURO 30 for all ordinary shares of Tele Atlas**

***This announcement and related materials do not constitute an offer to purchase nor a solicitation of an offer to sell shares. Any offer will be made only by means of the Offer Memorandum dated 18 November 2007 (the "Offer Memorandum"). Not for release, distribution or publication, in whole or in part to Australia, Canada, Italy or Japan. This is a press release of TomTom N.V. pursuant to the provisions of section 9b subsection 1 of of the Dutch Securities Trade Supervision Decree 1995 ("Besluit toezicht effectenverkeer 1995")***

**TomTom's General Meeting of Shareholders votes in favour of the proposed cash offer of Euro 30 for all ordinary shares of Tele Atlas (the "Offer")**

**Amsterdam, 4 December 2007**

TomTom N.V. announces that at the Extraordinary General Meeting of Shareholders held today in Amsterdam, the proposed acquisition of all ordinary shares in Tele Atlas N.V. through a public offer was considered. The General Meeting of Shareholders approved the acquisition by the requisite majority. As a result, the offer condition mentioned in 6.2 (f) of the Offer Memorandum has been partly fulfilled.

The proposal has been adopted with 78,947,096 shares, which represents 69.56 % of the total issued share capital and 99.82 % of the shares represented during the EGM. There were no votes against the proposal.

### **Purchases outside the Offer**

To the extent permitted by applicable law, in accordance with normal Dutch practice and pursuant to exemptive relief granted by the Staff of the Division of Market Regulation of the SEC (the "Staff") from Rule 14e-5 of the US Securities Exchange Act of 1934 ("Rule 14e-5"), TomTom N.V. (the "Offeror") or its nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Shares otherwise than under the Offer, such as in open market or privately negotiated purchases outside the United States during the period in which the Offer remains open for acceptance. In addition, in accordance with Dutch law and with exemptive relief granted by the Staff from Rule 14e-5, Goldman Sachs and ABN AMRO, serving as financial advisors to the Offeror, or their respective affiliates and separately identifiable departments may make purchases of, or arrangements to purchase, Shares outside of the Offer or engage in trading activities involving Shares and various related derivative transactions in the normal and ordinary course of their business. In accordance with the requirements of Rule 14e-5 and exemptive relief granted by the SEC, any such transactions outside of the Offer must comply with Dutch law. Any information about purchases by the Offeror will be notified forthwith (onverwijld) to the Dutch Authority for the Financial Markets. In accordance with applicable Dutch law, only in certain instances will purchases, or arrangements to purchase, of Shares outside the Offer be publicly disclosed and such public disclosure will be available on the website of The Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) ([www.afm.nl](http://www.afm.nl)). Information regarding transactions in the Shares will also be publicly disclosed in the United States to the extent that such information is made public in The Netherlands.

### **Restrictions**

The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholder, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither the Offeror, nor Tele Atlas, nor any of their advisers accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who would or otherwise intend to forward the Offer Memorandum or any related document to any jurisdiction outside The Netherlands should carefully read Section 1 (Restrictions and Important Information) of the Offer Memorandum before taking any action. The distribution of the Offer Memorandum in jurisdictions other than The Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction.