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TomTom N.V. ("**TomTom**")

Amsterdam, 14 July 2009

## **TOMTOM ANNOUNCES PRICING OF RUMP OFFERING AT €5.70 PER RUMP SHARE**

TomTom today announces, in connection with its 5 for 8 rights offering (the "**Rights Offering**") of an aggregate of 85,264,381 new ordinary shares with a nominal value of €0.20 each (the "**Offer Shares**"), the pricing and placement of the Offer Shares that were issuable upon the exercise of transferable subscription entitlements ("**SETs**") but have not been validly subscribed for during the exercise period that ended yesterday at 15:00 hours (CET) (the "**Rump Shares**"). Reference is made to the press release earlier today regarding the take up of approximately 96% of the aggregate Offer Shares offered in the Rights Offering and the offering of the Rump Shares (the "**Rump Offering**").

Today, 3,447,296 Rump Shares were sold by way of private placements with institutional and professional investors in the Netherlands and certain other jurisdictions in the Rump Offering at a price of €5.70 per Rump Share.

### **Excess Amount, Closing and Settlement**

Since the aggregate proceeds for the Rump Shares offered and sold in the Rump Offering, after deduction of any expenses related to procuring subscribers (including any value added tax), exceed the aggregate issue price for such Rump Shares by €1.49 per Rump Share, each holder of a SET that was not exercised at the end of the exercise period will be entitled to receive €0.93125 for each unexercised SET reflected in such holder's securities account (the "**Unexercised Rights Payment**"). Reference is made to the prospectus dated 1 July 2009 (the "**Prospectus**") for more information.

The Unexercised Rights Payments will be distributed as soon as practicably possible after the closing of the Rump Offering and will be credited to those holders through the facilities of Euroclear Nederland, Euroclear and Clearstream Luxembourg. Payments will be made in Euro only, without interest and after withholding of any applicable taxes.

Allotment of the Offer Shares will take place today. Payment and delivery is expected to occur on Friday 17 July 2009. Trading in the Offer Shares is expected to commence on Euronext Amsterdam by NYSE Euronext, a regulated market of Euronext Amsterdam N.V., on Friday 17 July 2009.

### **Post closing shareholdings of Founders, Janivo, Cyrte and Alain De Taeye**

Upon closing, the four founders of TomTom (the "**Founders**") will hold in aggregate 104,551,340 ordinary shares, representing approximately 47.2% of TomTom's total number of outstanding shares (221,687,391). Upon closing, Janivo Holding B.V. and Cyrte Investments B.V., acting through funds managed by them, will in aggregate control 18,557,448 ordinary shares, representing approximately 8.4% of TomTom's share capital. Upon closing, Mr. Alain De Taeye will hold in aggregate 278,362 ordinary shares, representing approximately 0.1% of TomTom's share capital.

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### **Further Information**

For more information on the Rights Offering and TomTom, please contact:

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TomTom's ordinary shares are listed at Euronext Amsterdam in the Netherlands  
ISIN: NL0000387058 / Symbol: TOM2

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#### **About TomTom**

TomTom is a leading provider of navigation solutions and digital maps. In the five years from the launch of its first personal navigation device ("PND") in early 2004, close to 30 million people around the world have purchased a TomTom PND, and over 45 million PNDs were powered by Tele Atlas digital maps. In addition to producing PNDs, TomTom develops navigation systems and services for car manufacturers, offers professional navigation solutions for commercial vehicle fleets, and produces and sells digital maps and dynamic content. TomTom believes that this range of products and services uniquely positions it to deliver navigational products and services to a wide variety of different customer groups.

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*The securities of TomTom have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"). Accordingly, the securities of TomTom may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act. No public offering of the securities of TomTom is being made in the United States.*

*No communication or information relating to any offer or sale of securities of TomTom may be disseminated to the public in jurisdictions where prior registration or approval is required for that purpose. No action will be taken that would permit an offer of securities of TomTom in any jurisdiction where action for that purpose is required, other than in The Netherlands.*

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed, should inform themselves about, and observe such restrictions.*

*This announcement does not constitute a prospectus. Any offer to acquire securities pursuant to a proposed offering will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus. Copies of the Prospectus may be obtained at no cost through the website of Euronext Amsterdam N.V. (Dutch residents only) and the website of TomTom.*

*This communication is directed only at (i) persons outside the United Kingdom, subject to applicable laws, or (ii) within the United Kingdom, persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iii) within the United Kingdom, high net worth companies, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. Any investment or investment activity to which this communication relates is available only to and will be engaged in only with such persons. Persons within the United Kingdom who receive this communication (other than persons falling within (ii) and (iii) above) should not rely on or act upon this communication.*

*This document contains certain forward-looking statements relating to the business, financial performance and results of TomTom and the industry in which it operates. These statements are based on TomTom's current plans, estimates and projections, as well as its expectations of external conditions and events. In particular the words "expect", "anticipate", "estimate", "may", "should", "believe" and similar expressions are intended to identify forward looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These include, but are not limited to: the level of consumer acceptance of existing and new and upgraded products and services; the growth of overall market demand for TomTom's products or for personal navigation products generally; TomTom's ability to sustain and effectively manage its recent rapid growth; and TomTom's relationship with third party suppliers, and its ability to accurately forecast the volume and timing of sales. Additional factors could cause future results to differ materially from those in the forward-looking.*

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