



## TomTom NV start acceptance period cash offer for Tele Atlas shares

*This is a joint announcement of TomTom N.V. ("TomTom") and Tele Atlas N.V. ("Tele Atlas") which is required pursuant to the provisions of section 9b paragraph 1 of the Dutch Securities Markets Supervision Decree 1995 (Besluit toezicht effectenverkeer 1995) in connection with the recommended public offer by TomTom for all outstanding shares in the share capital 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 as defined below. Not for release, distribution or publication, in whole or in part to Australia, Canada, Italy or Japan.*

18 November 2007

### START ACCEPTANCE PERIOD OF RECOMMENDED CASH OFFER BY TOMTOM N.V. FOR ALL THE ISSUED AND OUTSTANDING ORDINARY SHARES WITH A NOMINAL VALUE OF EUR 0.10 EACH IN THE CAPITAL OF TELE ATLAS N.V.

With reference to the press release of 7 November 2007, TomTom N.V. ("TomTom" or the "Offeror") and Tele Atlas N.V. ("Tele Atlas") hereby jointly announce that TomTom is making a recommended public cash offer for all of the issued and outstanding ordinary shares with a nominal value of EUR 0.10 each (the "Shares"; holders of such Shares being referred to as "Shareholders") in the capital of Tele Atlas (the "Offer").

#### Highlights

- The Offer is a cash offer for all the issued and outstanding ordinary shares in the capital of Tele Atlas of EUR 30.00 per Share.
- The acceptance period commences at 9:00 hours, Amsterdam time (3:00 hours New York time) on 19 November 2007 and will end at 15:00 hours Amsterdam time (9:00 hours New York time) on 18 December 2007, unless extended.
- Tele Atlas will convene an extraordinary general meeting of shareholders to be held on 7 December 2007 during which the Offer will be discussed.
- The Boards fully support the Offer and recommend the Offer to all Shareholders for acceptance.
- A condition to the Offer is that the number of Shares tendered for acceptance under the Offer, together with the Shares that are held at that time by the Offeror, represents at least 80 per cent. of all issued and outstanding Shares as set out in the Offer Memorandum.

#### The Offer

TomTom is making the Offer, subject to the terms and restrictions contained in the offer memorandum dated 18 November 2007 (the "Offer Memorandum"). Shareholders should refer to the Offer Memorandum for all terms and conditions of the Offer.

Shareholders tendering their Shares under the Offer will be paid, under the terms and subject to the conditions and restrictions contained in the Offer Memorandum, in consideration of each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (geleverd) a cash amount of EUR 30.00 (which includes any dividend or other distribution on the Shares that may be declared prior to the Settlement Date and, consequently, the Offer Price per Share will be decreased to reflect such declaration of dividend or other distribution, if any, prior to the Settlement Date) (the "Offer Price per Share").

#### Extraordinary General Meeting of Shareholders

The Offer will be discussed during an extraordinary general meeting of Shareholders, in compliance with the provisions of article 9q, paragraph 1 of the Dutch Securities Trade Supervision Act. This meeting will be held at the Hilton Hotel, Apollolaan 138, 1077 BG Amsterdam, the Netherlands, on 7 December 2007 at 12:00 hours.

#### Acceptance Period

The Acceptance Period under the Offer begins at 9:00 hours, Amsterdam time (3:00 hours, New York time), on 19 November 2007 and ends at 15:00 hours, Amsterdam time (9:00 hours, New York time), on 18 December 2007, unless extended (the "Acceptance Closing Date"). Acceptance under the Offer must be made in the manner specified in the Offer Memorandum.

Shares tendered on or prior to the Acceptance Closing Date may not be withdrawn, subject to the right of withdrawal of any

tender during any extension of the Acceptance Period in accordance with the provisions of article 9o, paragraph 5 of the Securities Markets Supervision Decree 1995 (Besluit toezicht effectenverkeer 1995, "**Bte 1995**").

### **Acceptance by Shareholders**

Shareholders who hold their Shares through an Admitted Institution are requested to make their acceptance known via their bank or stockbroker no later than 15:00 hours, Amsterdam time (9:00 hours, New York time) on 18 December 2007, unless the Acceptance Period is extended.

### **Extension**

The Offeror may extend the Offer past the (initial or extended) Acceptance Closing Date one or more times as set out in the Offer Memorandum in the event that one or more of the offer conditions as set out in section 6.2 of the Offer Memorandum (the "**Offer Conditions**") is not fulfilled or waived. If the Offer is extended, a public announcement to that effect shall be made not later than 15:00 hours, Amsterdam time (9:00 hours, New York time) on the third Business Day following the (initial or extended) Acceptance Closing Date in accordance with the provisions of article 9o, paragraph 5 of the Bte 1995. During such extension of the Acceptance Period, any Shares previously tendered and not withdrawn will remain subject to the Offer.

### **Recommendation of the Boards**

The management board and supervisory board of Tele Atlas (collectively: the "**Boards**") have duly considered the strategic, financial and social aspects of the Offer and have reached the conclusion that the Offer is in the best interests of Tele Atlas, the Shareholders and the other stakeholders in Tele Atlas. The Boards are of the opinion that the price being offered per Share and the other terms and conditions of the Offer are reasonable and fair to all Shareholders. The Boards therefore support the Offer and recommend the Offer to the Shareholders for acceptance.

### **Committed and Owned Shares**

Members of the Boards have irrevocably undertaken to tender all Shares held by each of them (including any Shares acquired pursuant to the exercise of Options prior to the (initial or extended) Acceptance Closing Date) under the terms and subject to the conditions and restrictions of the Offer as described in the Offer Memorandum. The Members of the Boards have not received any information relevant for the assessment of the Offer which is not included in the Offer Memorandum. This undertaking is in respect of a total of 37,232 Shares, representing approximately 0.04 per cent. of the total issued and outstanding share capital of Tele Atlas at the date of the Offer Memorandum.

Subsequent to the announcement on 7 November 2007 terminating the previous offer of EUR 21.25 in cash per Share for all issued and outstanding Shares and announcing the Offer, the Offeror purchased and acquired an aggregate of approximately 25.9 million Shares, representing approximately 28 percent of Tele Atlas' issued share capital at a price per Share of EUR 30.00, which is equal to the Offer Price per Share. These Shares have been delivered (*geleverd*) to the Offeror. This includes 15.8 million Shares which were previously subject to an irrevocable undertaking with International Asset Management (I.A.M.) B.V.

### **Declaring the Offer Unconditional (*gestanddoening*)**

The Offer shall be subject to the fulfilment of the Offer Conditions, including, but not limited to, the condition that on the (initial or extended) Acceptance Closing Date the number of Shares that is tendered for acceptance under the Offer, together with the Shares that are held at that time by the Offeror, represents at least 80 per cent. of all issued and outstanding Shares ("**Minimum Acceptance Condition**"). The Offeror may waive this Offer Condition at its sole discretion, provided that if the number of Shares tendered, together with the Shares held by the Offeror at such time shall represent less than 66.67 per cent. of all issued and outstanding Shares, this condition may only be waived by the Offeror and Tele Atlas jointly.

The Offeror, or the Offeror and Tele Atlas jointly, as the case may be, reserve the right to waive certain Offer Conditions.

Within five Business Days following the (initial or extended) Acceptance Closing Date, such date being the Unconditional Date, the Offeror will determine whether the Offer Conditions have been fulfilled or are to be waived by the Offeror or the Offeror and Tele Atlas jointly, as the case may be, and will announce whether (i) the Offer has been declared unconditional, (ii) there is still uncertainty as to the fulfilment of any of the Offer Conditions, or (iii) the Offer is terminated, as a result of the Offer Conditions not having been fulfilled or waived by the Offeror or by the Offeror and Tele Atlas jointly, as the case may be, all in accordance with article 9t, paragraph 4 of the Bte 1995.

### **Settlement**

In the event that the Offeror announces that the Offer is declared unconditional (*gestand wordt gedaan*), the Shareholders having tendered their Shares for acceptance will receive within three Business Days following the Unconditional Date (the "**Settlement Date**"), the Offer Price per Share in respect of each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*) under the terms and subject to the conditions and restrictions of the Offer.

### **Post Acceptance**

On the Unconditional Date, the Offeror may announce a post-acceptance period (*na-aanmeldingstermijn*) for the Offer with a

maximum period of fifteen Business Days.

### **Announcements**

Any further announcement that is required to be made in relation to the Offer will be issued by press release and will be published in at least *Het Financieele Dagblad* or any other nationally circulated newspaper and the Daily Official List (*Officiële Prijscourant*), as appropriate, and released to the Dow Jones News Service. Subject to any applicable requirements of Dutch tender offer regulations and other applicable laws and without limiting the manner in which the Offeror may choose to make any public announcement, the Offeror will have no obligation to communicate any public announcement other than as described above.

### **Liquidity and delisting**

The purchase of the Shares by the Offeror pursuant to the Offer, among other things, will reduce the number of Shareholders and the number of Shares that might otherwise trade publicly and thus adversely affect the liquidity and market value of the Shares not tendered.

Subject to the Offer being declared unconditional and in the event that 95% of the Shares have been tendered under the Offer, the Offeror intends to terminate the listing of the Shares on Euronext Amsterdam and the Frankfurt Stock Exchange as soon as legally practicable. This would further adversely affect the liquidity and market value of any Shares not tendered.

### **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**"), 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.

### **Offer Memorandum and further information**

Shareholders are advised to review the Offer Memorandum in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the content of the Offer Memorandum and the Offer itself. The information in this announcement is not complete and additional information is contained in the Offer Memorandum.

Copies of the Offer Memorandum are available on the website of TomTom ( [www.tomtom.com](http://www.tomtom.com)) or Tele Atlas ( [www.teleatlas.com](http://www.teleatlas.com)). TomTom's and Tele Atlas' website do not constitute a part of, and are not incorporated by reference into the Offer Memorandum. Copies of the Offer Memorandum are furthermore available free of charge at the offices of TomTom and Tele Atlas and the exchange agent and the information agent at the addresses mentioned below.

Copies of Tele Atlas' articles of association and the financial information of Tele Atlas relating to the annual financial statements (*jaarrekening*) of Tele Atlas for the financial year 2006 ended on 31 December 2006, the financial year 2005 ended on 31 December 2005 and the financial year 2004 ended on 31 December 2004, which documents are incorporated by reference in, and form an integral part of, the Offer Memorandum, are available free of charge at the offices of Tele Atlas and the Exchange Agent and can be obtained by contacting them at the addresses stated below.

### **Addresses**

#### **TomTom NV**

Rembrandtplein 35  
1017 CT Amsterdam  
The Netherlands

#### **Tele Atlas NV**

Reitscheweg 7F  
5232 BX 's-Hertogenbosch  
The Netherlands

#### **The Exchange Agent**

ABN AMRO Bank N.V.  
AS Exchange Agency MF 2020  
Kemelstede 2

4817 ST Breda  
The Netherlands  
P.O. Box 3200  
4800 DE Breda  
The Netherlands  
Tel: +31 76579 9455  
Fax: +31 76579 9643  
Email: [Servicedesk.beleggen@nl.abnamro.com](mailto:Servicedesk.beleggen@nl.abnamro.com)

**The information agent**

D.F. King & Co., Inc.  
2 London Wall Buildings, 2nd Floor  
London Wall, London EC2M 5PP  
European Toll Free Help Line: 00 800 5464 546448

Wall Street, 22nd Floor  
New York, NY 10005  
North America Toll Free Help Line: 1 (800) 431 9642

**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.