

Tele Atlas N.V. acquisition and second quarter 2007 results

23 July 2007

Agenda

Topic

Speaker

Tele Atlas N.V. acquisition

Harold Goddijn (CEO)

Market developments
and Business update

Harold Goddijn (CEO)

Q2 2007 Financials

Marina Wyatt (CFO)

Better Maps, Better Routes, Every Day

**Intended Cash Offer for Tele Atlas N.V. Shares
by TomTom N.V.**

Disclaimer

This announcement does not constitute an offer to purchase any securities, nor a solicitation of a any offer, proxy, consent or authorization to buy or subscribe for any securities of Tele Atlas or any other securities, nor shall it (or any part of it) form the basis of, or be relied upon in connection with, any contract therefore. In the event that an offer is made, details of the offer will be set out in an offer memorandum, which will contain the full terms and conditions of the offer including how the offer can be accepted, and which will be made available to all holders of securities of Tele Atlas N.V. free of charge.

This presentation is not a prospectus and holders of ordinary shares in Tele Atlas N.V. should not make any decisions except on the basis of the information contained in the offer memorandum to be published in due course.

Statements in this document regarding the proposed transaction between Tele Atlas and TomTom, the expected timing for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Tele Atlas or TomTom managements' future expectations, beliefs, goals, plans, or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "will," "plans," "anticipates," "expects" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the transaction, the ability of TomTom to successfully integrate Tele Atlas' operations and employees; the ability to realize anticipated synergies and cost-savings; the receipt of regulatory clearances; and other factors described in TomTom's and Tele Atlas' most recent respective annual reports for the year ended 2006. TomTom and Tele Atlas each disclaim any intention or obligation to update any forward-looking statements as a result of developments after the date of this announcement.



TomTom + Tele Atlas: A Unique Strategic Combination

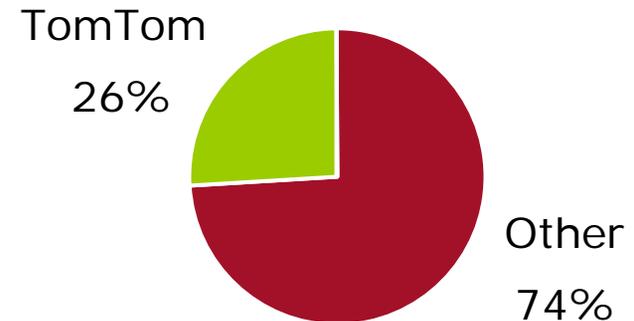
- Combination creates new paradigm for map creation, enrichment and maintenance
 - TomTom's unique Map Share™ technology enables its 10 million+ installed base to contribute to digital map creation and maintenance
 - TomTom's large historic speed profile database can be directly integrated into source map data enabling new features such as intelligent routing
 - TomTom's High Definition traffic service can be overlaid on map data to further enhance the quality of routing and traffic information
 - Incremental data from TomTom allows Tele Atlas to introduce additional new features such as daily map updates
- Tele Atlas will operate as a separate division selling its enhanced digital map products to current and future customers both in and outside the group
- Superior, cost efficiently created content will enable Tele Atlas to expand its presence in the rapidly growing world wide market for digital maps and other geo referenced content
- New product offering will considerably enhance user experience and further increase Tele Atlas' and TomTom's customers' satisfaction



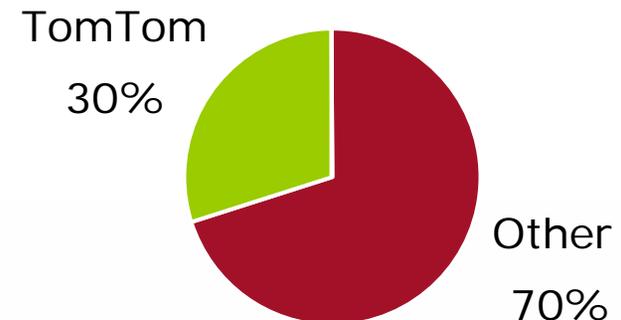
TomTom + Tele Atlas: A Longstanding Existing Relationship

- TomTom is Tele Atlas' largest customer
- Close cooperation since 1996
- Two leading pioneers in the navigation industry
- A shared focus on technology and innovation
- Strong shared entrepreneurial culture

FY 2006A Tele Atlas Sales (€264m)



Q1 2007A Tele Atlas Sales (€64m)



Terms of the Intended Offer

- €21.25 in cash per ordinary share of Tele Atlas N.V.
- Aggregate Consideration of €1.8bn^(*)
- Fully supported by Tele Atlas' Supervisory and Management Board
- 17.4% of shareholders already committed through irrevocables
- Key conditions of the offer
 - 80% of Tele Atlas' shares tendered into the offer
 - Required competition clearances
 - Other customary conditions
 - Break-up fee of €20m

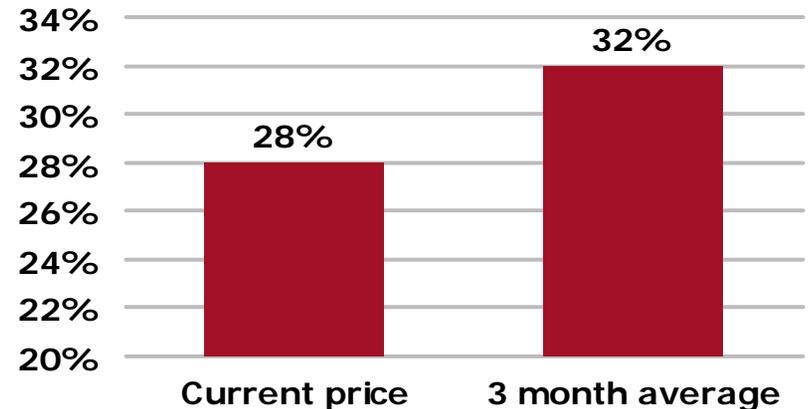


(*) Including net financial cash position of €206m as of Q1 2007. 94.2m fully diluted shares

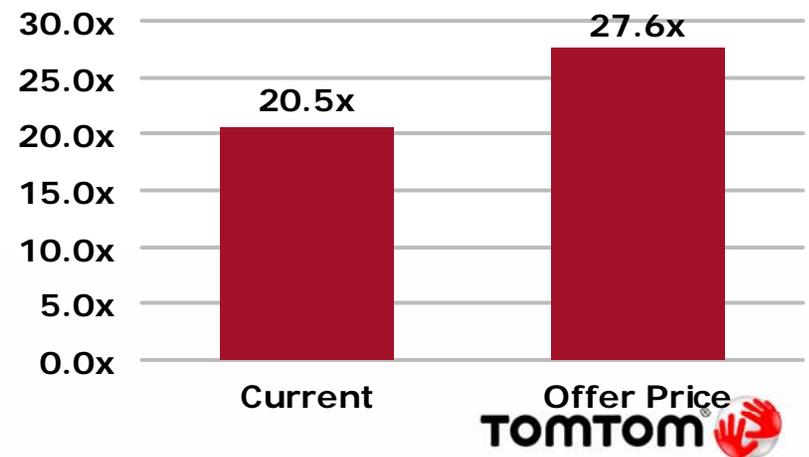
A Highly Attractive Price to All Shareholders

- Attractive Implied Premium
 - +28% over current price
 - +32% over last 3 month average
- Irrevocable commitment from IAM and board members owning shares in aggregate representing 17.4%
- 27.6x 2007E EV/EBITDA^(*)

Implied Premium (%)



2007E EV/EBITDA^(*)



(*) According to Tele Atlas guidance 2007E adjusted EBITDA of €65m

Financial Reporting

- Acquisition financed by cash at TomTom and debt committed by Goldman Sachs
- Debt expected to represent below 3x combined LTM^(*) EBITDA at outset
- Strong Cash Flow generation allows for quick deleveraging
- Company to amend reporting of key financials to better reflect the combined business post completion
 - Earnings and EBITDA adjusted for non cash expense

(*) Last Twelve Months

Summary

- Intended Cash offer for Tele Atlas of €21.25 per share representing a total consideration of €1.8bn^(*)
- A 32% premium to last three month average
- Timing
 - Works council advice and regulatory process to commence immediately
 - Launch of the offer expected in October 2007
 - Completion by end of 2007

(*) Including net financial cash position of €206m as of Q1 2007. 94.2m fully diluted shares

Second quarter 2007 results

Second Quarter Highlights

- €380 million revenue and €68 million net profit
- 1.8 million PNDs shipped
- Gross margin of 45% and operating margin 25%
- Net cash generated from operating activities €72 million
- New TomTom GO range launched
- Map Share™ announced
- Joint development with Vodafone UK for new advanced travel time information system

Strong fundamental market growth

European PND market doubled in size to over 3m units

- previous GO range virtually sold-out
- high consumer demand for ONE XL
- market share of around 50%

North American PND market tripled in size to well over 1m units

- expanding product line-up
- improving in-store presence
- market share of over 20%

New TomTom GO Range The Ultimate Car Navigator

Unique New Features and Map Share™ Technology

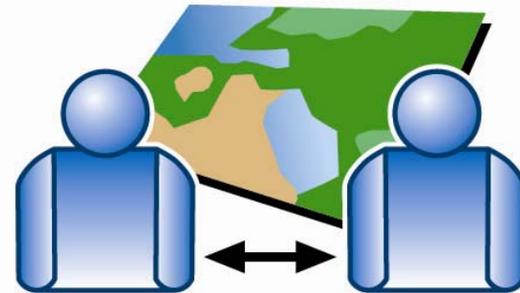
- Elegant and slim design
- Latest version navigation software
- TomTom Map Share™ technology
- Extra large 4.3 inch touch screen
- Industry's first speech recognition
- Extensive range of safety features
- Enhanced hands-free calling
- Built-in FM Transmitter
- New smart & fun extras



Capitalizing the TomTom Community

TomTom Map Share™

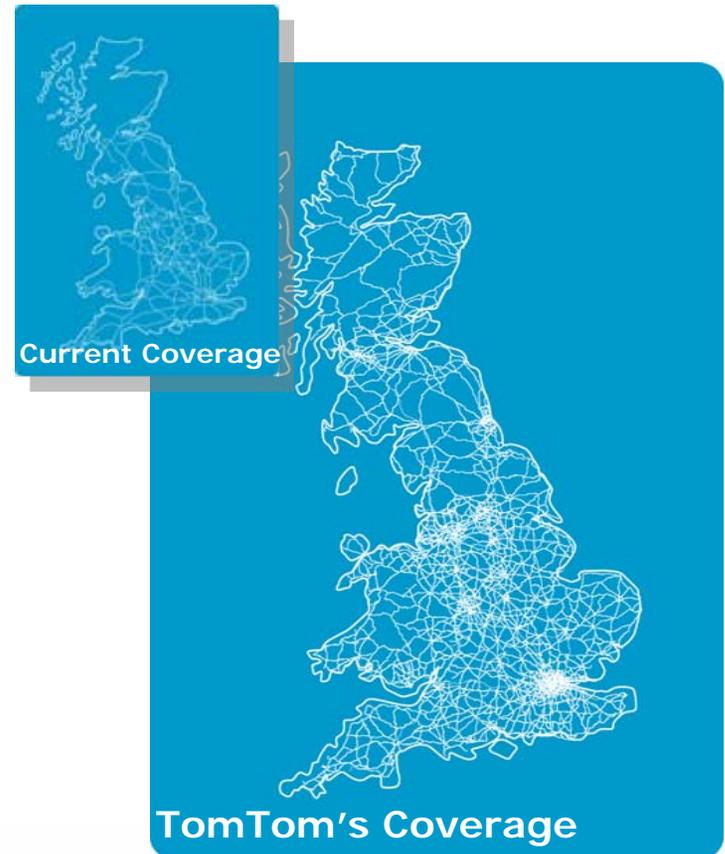
- Roads change
- User can make a correction on the device itself in TomTom friendly fashion
- Fix is instantaneous
- Users benefit from all corrections made by other TomTom users
- Every day
- For free



TomTom Map Share™

Better Traffic Information - UK

- Taking the 'E' out of ETA
- Proprietary country-wide traffic flow detection based on billions of mobile phone events per day
- National contract with Vodafone
- 65.000 km real-time coverage
- 390.000 km historic traffic patterns



UK – H1 2008

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Financial Summary

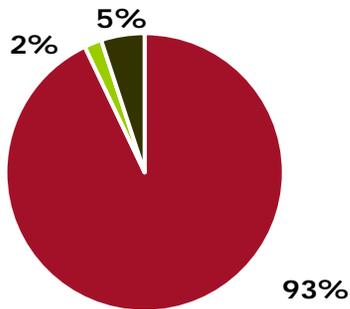
<i>in € millions</i>	Q2 '07	Q2'06	Δ	Q1'07
Revenue	380	277	37.2%	296
Gross Profit	169	118	43.7%	118
Gross Margin	44.6%	42.5%	-	40.0%
Operating Profit	93	64	46.5%	57
Operating Profit Margin	24.5%	23.0%	-	19.1%
Net Profit	68	38	80.6%	44
Net Profit Margin	18.0%	13.7%	-	14.8%

* Percentages are based on non-rounded numbers

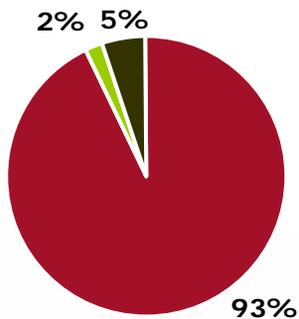
Revenue by Product and Geography

By Product Group

FY 2006



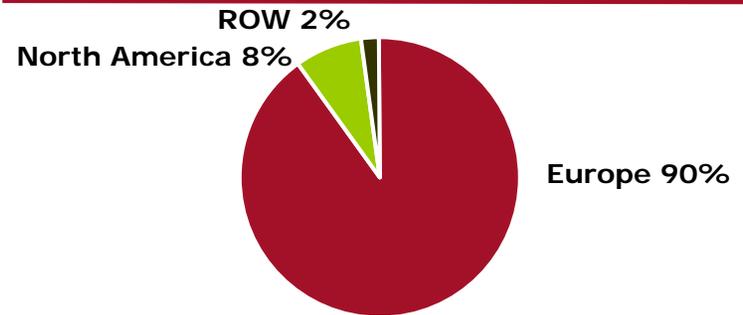
Q2 2007



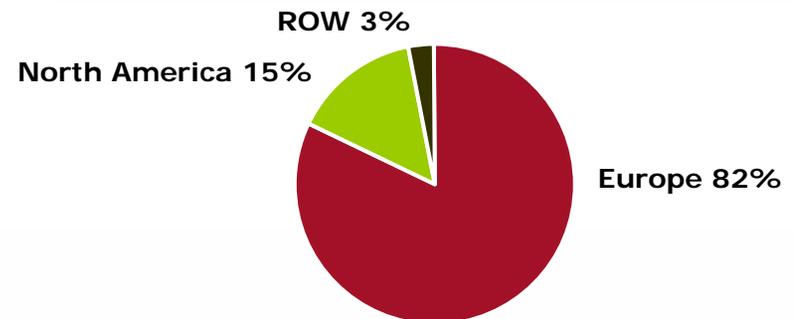
■ PNDs ■ PDA/smartphone solutions ■ Other

By Geography

FY 2006

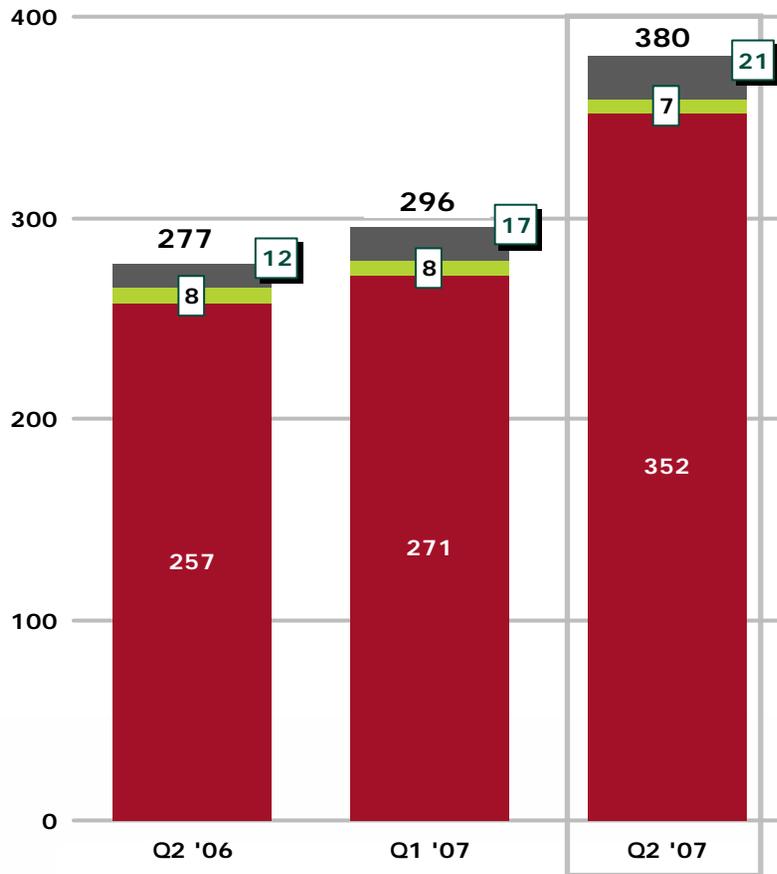


Q2 2007

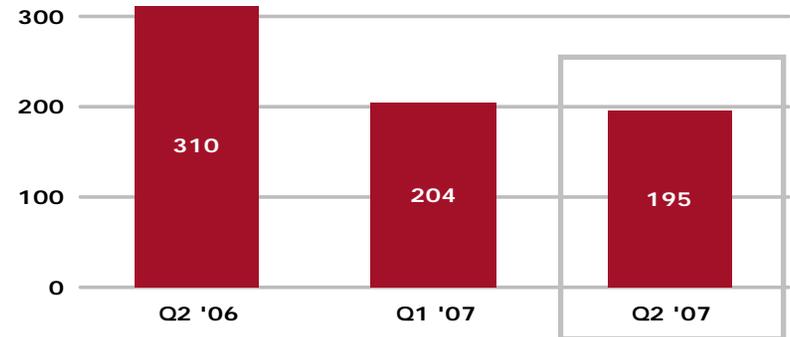


Second Quarter Revenue Analysis

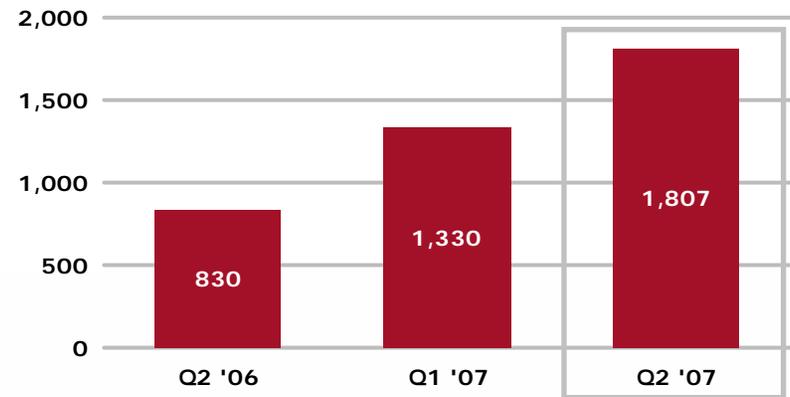
Revenue (in € millions)



ASP PNDs (in €)



Units PNDs (in '000s)



■ PNDs ■ PDA/smartphone solutions ■ Other



Operating Expenses Overview

<i>in € millions</i>	Q2 '07	Q1 '07	Q2 '06
R&D	13.5	10.7	9.2
<i>% of revenue</i>	3.6%	3.6%	3.3%
Marketing	33.3	20.8	25.8
<i>% of revenue</i>	8.8%	7.0%	9.3%
Other SG&A	21.5	22.6	14.2
<i>% of revenue</i>	5.6%	7.6%	5.1%
Operating expenses	68.3	54.1	49.3
<i>% of revenue</i>	18.0%	18.2%	17.8%
Accounting charge for share options	7.8	7.5	4.9
<i>% of revenue</i>	2.0%	2.6%	1.8%
Total operating expenses	76.1	61.6	54.2
<i>% of revenue</i>	20.0%	20.8%	19.6%

* Percentages are based on non-rounded numbers



Earnings Overview

in € millions

	Q2 '07	Q1 '07	Q2 '06
Operating profit	93.4	56.6	63.7
Net financial income and expenses	(0.4)	3.1	(11.9)
<i>of which FX losses</i>	<i>(5.0)</i>	<i>(1.1)</i>	<i>(13.4)</i>
Taxation	(24.6)	(16.0)	(14.0)
<i>effective tax rate</i>	<i>26.5%</i>	<i>26.7%</i>	<i>26.9%</i>
Net Profit	68.3	43.7	37.8
Average diluted # of shares outstanding (in millions)	117.4	117.3	117.3
Diluted EPS (in €)	.58	.37	.32

* Percentages are based on non-rounded numbers



Cash Flow Overview

<i>in € millions</i>	Q2 '07	Q1 '07	Q2 '06
Operating profit	93.4	56.6	63.7
Depreciation and amortization	5.1	5.3	5.7
Additions to provisions	20.8	2.1	2.5
Changes in working capital	(14.8)	31.3	(1.7)
Other operating items	0.5	2.4	(1.4)
Cash generated from operations	105.0	97.7	68.8
Interest received	4.6	4.2	1.8
Tax paid	(37.1)	(22.7)	(7.3)
Net cash flow from operating activities	72.5	79.2	63.3
Total cash flow used in investing activities	(29.4)	(4.0)	(3.7)
Total cash flow from financing activities	0.6	-	0.1
Net increase in cash and cash equivalents	43.7	75.2	59.7

* Percentages are based on non-rounded numbers



Balance Sheet

in € millions

	Q2 '07	Q1 '07	Q4 '06
Non-Current Assets			
Intangible Assets	59.8	37.1	39.2
Property, plant & equipment	10.3	8.8	7.9
Deferred Tax Assets	17.9	13.9	12.1
Current Assets			
Inventories	65.9	85.3	123.0
Receivables, Prepayments & Financial Instruments	283.4	211.6	283.0
Cash and Equivalents	556.4	512.6	437.8
Total Assets	993.7	869.3	903.0
Shareholders' Equity	678.6	602.3	550.8
Provisions	66.7	45.9	43.8
Long-term Liabilities	1.0	1.1	1.3
Current Liabilities	247.4	220.0	307.1
Total Equity and Liabilities	993.7	869.3	903.0



* Percentages are based on non-rounded numbers

2007 FY Financial Outlook

- We expect that the European PND market will grow to between 14 and 15 million units in 2007, while the American PND market is expected to grow to between 6 and 7 million units
- We expect that our volumes of PNDs will nearly double to between 8 million and 9 million units worldwide
- We reiterate our full year revenue guidance of between €1.6 billion and €1.8 billion
- We expect to deliver a gross margin of at least 40% of revenue and an operating margin of at least 20% of revenue for the full year
- TomTom is well positioned for continued growth in the second half of the year particularly in the seasonally strong fourth quarter.



Questions



Annex

For further information please contact TomTom Investor Relations

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<http://investors.tomtom.com>

Financial Summary

in € millions

	H1 2007	H1 2006	Change
Revenue	676	533	27%
Gross Profit	288	207	39%
Gross Margin	42.5%	38.8%	
Operating Profit	150	114	32%
Operating Margin	22.2%	21.4%	
Net Profit	112	69	62%
Net Profit Margin	16.6%	13.0%	

* Percentages are based on non-rounded numbers

Operating Expenses Overview

<i>in € millions</i>	H1 2007	H1 2006	Change
R&D	24.2	14.8	63.4%
<i>% of revenue</i>	3.6%	2.8%	
Marketing	54.1	40.7	32.9%
<i>% of revenue</i>	8.0%	7.6%	
Other SG&A	44.1	27.4	60.7%
<i>% of revenue</i>	6.5%	5.1%	
Operating expenses	122.4	82.9	47.5%
<i>% of revenue</i>	18.1%	15.6%	
Accounting charge for share options	15.3	9.7	58.3%
<i>% of revenue</i>	2.3%	1.8%	
Total operating expenses	137.7	92.6	48.6%
<i>% of revenue</i>	20.4%	17.4%	

* Percentages are based on non-rounded numbers



Accounting Charge for Share Based Compensation

- Under IFRS, share options have to be accounted in the P&L through a specific charge.
- TomTom accounts for this charge as follows:
 - At the date of issuance, options are valued by a Black & Scholes model and the calculations are reviewed by our auditors;
 - The monthly charge to the P&L is calculated as total value of the options / number of months of the vesting period.
- For Q2 2007, total accounting charge for share options was: €7.5m.
 - € 2.3m {Nov'06} + € 0.2m {Aug '06} + € 0.2m {May '06} + € 0.1 {Feb '06};
 - € 3.2m {Nov '05} and € 1.2m {Aug '05} and € 0.3m {before Aug '05}.
- In May 2007 TomTom introduced a Share Based Incentive Plan. In Q2 we have recognised expenses for an amount of €0.3m. These expenses are estimated by TomTom and benchmarked with a third party model.

Outstanding Shares

Common shares outstanding end of Q1 2007	112,921,566
Common shares outstanding end of Q2 2007	113,284,572
<hr/>	
Average shares outstanding end of Q2 2007	113,017,821
Share options as of end of Q1 2007	10,653,921
Exercised share options in Q2 2007	363,006
Anti-dilutive shares options	1,832,500
Average share options outstanding Q2 2007: 10,653,921 -/- 96,255 { <i>weighted average of exercised options in Q2</i> } -/- 1,832,500	8,725,166
Non dilutive share options: <i>8,725,166 * (exercise price)/(average share price)</i>	4,355,623
<hr/>	
Average shares outstanding from dilution of options¹	4,369,543
Average fully diluted number of shares outstanding Q2 2007	117,387,364

¹ Calculated according to Treasury Method using an average Q2 share price of €32.64

Share Options Vesting Schedule

Number of options in 2007-2010 (in '000s)

1 Nov 2007	1 Dec 2007	10 Aug 2008	10 Nov 2008	28 Feb 2009	9 May 2009	8 Aug 2009	9 Nov 2009	8 Mar 2010	
1,500									€3.75
	182								€3.75
		1,110							€26.44
			3,308						€28.82
				105					€25.50
					113				€37.68
						188			€28.58
							1,705		€33.96
								30	€30.91

At June 30 2007 there are 1.7m vested options that have not been exercised
(average exercise price € 0.75)



End