



TomTom NV intends to make a cash offer of EUR 21.25 per ordinary share for Tele Atlas NV

This is a joint press release of Tele Atlas N.V. and TomTom N.V. pursuant to the provisions of Section 9b, subsection 2.a, of the Dutch Securities Trade Supervision Decree 1995 (Besluit toezicht effectenverkeer 1995). This is not a public announcement that a public offer is to be made; but that the expectation is justified that agreement can be reached on the terms and conditions of an offer. Not for release, distribution or publication, in whole or in part to Japan or Canada.

TomTom N.V. intends to make a cash offer of €21.25 per ordinary share for Tele Atlas N.V.

The Offer Price represents a 32% premium over Tele Atlas' average closing share price for the three months prior to 20 July 2007

The Supervisory Board and Management Board of Tele Atlas support the Offer and will, when the Offer is made by TomTom, recommend the Offer to Tele Atlas' shareholders

Shareholders including board members representing in aggregate 17.4% of the ordinary shares outstanding have irrevocably committed to tender their shares into the Offer

TomTom N.V. ("TomTom") and Tele Atlas N.V. ("Tele Atlas" or the "Company"), jointly announce that the expectation is justified that an agreement can be reached in connection with a public offer by TomTom for all outstanding shares of Tele Atlas at an offer price of €21.25 in cash, (the "Offer Price") per ordinary share (the "Offer").

The Supervisory Board and the Management Board of Tele Atlas (the "Boards"), after having duly considered the strategic, financial and social aspects of the proposed transaction, support the intended Offer and conclude that the Offer is in the best interests of the shareholders and all other stakeholders of Tele Atlas. The Boards of Tele Atlas will, when the Offer is made by TomTom, recommend acceptance of the Offer by the shareholders of Tele Atlas.

After the merger Tele Atlas will continue its business as a separate unit in the combined group specialising in developing and licensing digital map products for and to current and future customers, both in and outside the group. Superior content, created cost efficiently will enable Tele Atlas to expand its presence in the rapidly growing worldwide market for digital maps and other geo referenced content.

The combination will significantly improve user experience and create other benefits for the customers and partners of both companies, including:

- More accurate navigation information - TomTom has developed technologies that enable TomTom's installed user base of over 10 million GPS devices to effectively operate as map surveyors in an automatic and simple way. The integration of this feedback into the map production process will greatly improve the quality and timeliness of Tele Atlas map data;
- Improved coverage - The combination significantly improves all aspects of digital map maintenance, enrichment and creation enabling the companies to expand coverage faster; and
- New and enhanced features – The companies will be able to offer new features such as daily map updates and intelligent routing.

The Offer is not expected to have significant negative consequences on the employment situation. If the Offer is declared unconditional it is intended that Tele Atlas' listing on the Eurolist of Euronext Amsterdam N.V. and their listing on the Geregelter Markt in Frankfurt will be terminated as soon as possible. Furthermore, TomTom expects to initiate the statutory squeeze-out procedure contemplated by the Dutch Civil Code in order to acquire all shares held by minority shareholders or take such other steps to terminate the listing and/or acquire all shares that will not have been tendered, including effecting a legal merger (juridische fusie) or a liquidation, all in accordance with applicable laws.

Commenting on the proposed Offer, Harold Goddijn, Chief Executive Officer of TomTom said: "We think that the navigation industry is going to change dramatically in the next few years as end customers will give ever increasing importance to intelligent routing and continuously updated maps. By integrating customer feedback into the Tele Atlas map manufacturing process, we will be able to considerably enhance the user experience and further increase all Tele Atlas and all TomTom's customers' satisfaction. We will supply all companies wanting to rely on the improved maps for their PNDs, wireless handsets,

in-car systems, internet services and in-house routing services.”

Commenting on the proposed Offer, Wim Dik, Chairman of the Supervisory Board of Tele Atlas said: “The Supervisory Board welcomes the proposed transaction as it reflects the strengths and the potential of the Company and the result of the team effort at Tele Atlas to create a strong position in the marketplace. We have carefully reviewed the Offer and, after consultation with our financial advisers, believe that the attractive Offer Price represents a fair offer for the Company. We will therefore recommend the intended Offer to our shareholders.”

Commenting on the proposed Offer, Alain De Taeye, Co-founder and CEO of Tele Atlas said: “The TomTom-Tele Atlas partnership signals a new era in the digital mapping industry. The combination of TomTom’s customer feedback tools and Tele Atlas’ pioneering map production processes allows Tele Atlas to dramatically change the way digital maps are continuously updated and enhanced. The result will be a completely new level of quality, content and innovation that helps our partners deliver the best navigation products. This transaction is not only very attractive to our shareholders but demonstrates our longstanding commitment towards all of our partners and customers to deliver the best digital map products available.”

Offer Highlights

The intended Offer would be an all-cash offer for all of the issued and outstanding share capital of Tele Atlas. Based on the Offer Price of € 21.25 per ordinary share, the intended Offer values the fully diluted outstanding share capital of Tele Atlas at approximately € 2.0 billion. Consistent with past history, Tele Atlas expects to pay no dividends prior to completion of the Offer. The Offer Price represents a premium of 28% to the last closing price of 20 July and a premium of 32% relative to the average closing price of Tele Atlas’ ordinary shares during the last three months prior to 20 July.

The aggregate value of the proposed transaction is approximately € 1.8 billion, including net financial cash position, and represents a multiple of approximately 28 times projected 2007 adjusted EBITDA (€ 65 million, target as communicated by Tele Atlas).

Goldman Sachs International is providing committed financing for the acquisition.

Irrevocable undertakings

TomTom has received irrevocable undertakings to tender into the intended Offer from International Asset Management B.V. (“IAM”) and all members of the Boards who own shares in Tele Atlas, in aggregate representing approximately 17.4% of the issued share capital, subject to the Boards not recommending a superior offer or the Merger Protocol between TomTom and Tele Atlas not being terminated.

Conditions and further process

Following meetings of the Management Board and Supervisory Board of the respective parties, TomTom and Tele Atlas have today entered into a merger protocol.

The commencement of the Offer is subject to the satisfaction of certain pre-offer conditions customary for a transaction of this kind, such as no revocation of the recommendation of the Offer by the Boards of Tele Atlas, the absence of a material adverse change to the business of Tele Atlas, obtaining the required competition clearances and, where necessary, obtaining the advice of TomTom’s and Tele Atlas’ respective works councils. When made, the consummation of the Offer will be subject to the satisfaction or waiver of certain offer conditions customary for transactions of this kind, such as no revocation of the recommendation of the Offer by the Boards of Tele Atlas, obtaining the required competition clearances to the extent not already obtained prior to the commencement of the Offer, and the absence of a material adverse effect on the business of Tele Atlas. The consummation of the Offer will also be subject to at least 80% of the issued and outstanding share capital of Tele Atlas being tendered under the Offer. The process of preparing the competition filings will commence immediately.

It is currently expected that the Offer can be made and that consequently an offer memorandum, containing the definitive terms and conditions of the Offer, will be published in October 2007 with the transaction being completed by the end of 2007. The Offer will be submitted for approval by the shareholders of TomTom at an extraordinary shareholder meeting. The four founding shareholders of TomTom, representing 57% of the outstanding TomTom share capital, have committed to vote in favour of the Offer. The Tele Atlas Boards will recommend that Tele Atlas shareholders accept the Offer unless a superior competing offer is made. The Tele Atlas Boards will not recommend an alternative offer unless TomTom has had an opportunity to make a revised proposal for Tele Atlas.

TomTom is entitled to a break fee of € 20 million in the event that the Tele Atlas board recommends a competing proposal.

The Netherlands Authority for the Financial Markets, Euronext Amsterdam N.V., the Frankfurt Stock Exchange, the Secretary of the Social Economic Council and the competent competition authorities and other relevant authorities have been or will be informed of the intended Offer and, where relevant, will be requested to provide clearance in respect of the transaction. The Works Councils of Tele Atlas and TomTom are being duly notified and will be asked for advice.

Advisers

Lehman Brothers acted as financial adviser to Tele Atlas and rendered a fairness opinion in connection with the transaction. Atlas Advisors also acted as financial adviser to Tele Atlas. Skadden, Arps, Slate, Meagher & Flom (UK) LLP and Houthoff Buruma N.V. are acting as legal advisers to Tele Atlas. Goldman Sachs International is acting as exclusive financial adviser, and Stibbe N.V. is acting as legal adviser to TomTom with Herbert Smith advising on the financing and US securities aspects and Willkie Farr & Gallagher LLP acting on US regulatory matters.

Goldman Sachs International, which is regulated in the United Kingdom by the Financial Services Authority, is acting for TomTom and no one else in connection with the Offer and will not be responsible to anyone other than TomTom for providing the protections afforded to clients of Goldman Sachs International nor for providing advice in connection with the Offer.

[View full PDF for this press release](#)