



TomTom launches up to EUR 500 million equity offering

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Amsterdam, 3 December 2007 - TomTom N.V. ("TomTom"), a leading provider of personal navigation products and services, announces that it will launch an equity offering of up to €500m immediately following this announcement, to refinance part of the financing commitments put in place for the acquisition of Tele Atlas and to reduce financial leverage.

On 18 November, TomTom launched an offer for all outstanding shares of Tele Atlas N.V. ("Tele Atlas") at €30 per share representing a total equity value of c. €2.9bn, financed through c. €0.6bn cash on TomTom's balance sheet and €2.3bn senior and junior committed financing provided by ABN AMRO, Goldman Sachs and Rabobank (the "Financing Banks").

In relation to this acquisition TomTom has already acquired c. 29.9% of the outstanding shares of Tele Atlas for a total consideration of c. €0.8bn, financed by c. €0.6bn of cash on its balance sheet and a c. €0.2bn under a short term credit facility.

Acquisition of the remaining 70.1% of Tele Atlas' shares representing c. €2.1bn is expected to be financed from the proceeds of this equity offering and the €1.85bn senior committed financing provided by the Financing Banks. Following the completion of the equity offering, TomTom expects that the €0.45bn junior committed financing of the total €2.3bn from the Financing Banks will no longer be required.

We expect pro forma leverage, assuming completion of the Tele Atlas acquisition in April 2008 to be below 3.5x LTM EBITDA. The acquisition of Tele Atlas is expected to be EPS accretive on a cash basis during the second year after completion.

In the event that the offer for Tele Atlas is not successful, TomTom intends to return the proceeds of the offering to shareholders.

The equity offering will be executed by way of an accelerated bookbuilt offering of up to €500m ("Offering") to be launched immediately following this announcement. The Offering will be structured as a private placement of shares only to eligible institutional investors in the Netherlands and elsewhere. The book building process is expected to close on 4 December 2007, subject to acceleration. The final terms of the Offering, including the final offer price and number of new ordinary shares to be issued, will be announced following the completion of the accelerated bookbuilt offering.

The Offering is conditional upon the admission of the new ordinary shares to listing Euronext Amsterdam by NYSE Euronext and certain other customary conditions. Application for admission to trading will be made. Barring unforeseen circumstances, it is currently expected that settlement of the Offering will take place three working days after allocation.

No prospectus has been or will be published in connection with the Offering as the number of shares to be included in the Offering will be less than 10% of TomTom's outstanding shares. When issued, the new ordinary shares will rank pari passu in all respects with TomTom's existing ordinary shares.

At pricing of the Offering TomTom will enter into a lock-up agreement under which it will agree not to issue any additional shares for a period of 120 days after the Offering is completed, subject to exceptions customary in offerings of this nature. In addition, the four founding shareholders will enter into a lock-up agreement under which they will agree not to dispose of any of their indirect holdings of ordinary shares in TomTom for a period of 120 days after the Offering is completed, subject to exceptions customary in offerings of this nature.

TomTom reiterates its guidance for full year 2007 as stated on 24 October 2007 for its Q3 results.

ABN AMRO Rothschild, Goldman Sachs International and Rabo Securities will act as Global Co-ordinators in the Offering.

The new ordinary shares are not and will not be offered to any person other than professional market parties within the meaning of Chapter 1:1 of the Financial Supervision Act (Wet op het financieel Toezicht).

No action has been taken by TomTom, ABN AMRO Rothschild, Goldman Sachs International or Rabo Securities that would permit an offer of shares or other securities in TomTom or the possession or distribution of this announcement or any other offering or publicity material relating to such shares or securities in TomTom in any jurisdiction where action for that purpose is required.

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

This announcement is not an offer of securities for sale into the United States. The offer and sale of the securities referred to in this announcement has not been, nor will it be, registered under the United States Securities Act of 1933 and the securities may not be offered or sold in the United States absent such registration or an applicable exemption from registration. There will be no public offering of the securities in the United States in connection with this transaction.

This announcement is for information purposes only and is not an offer to sell, or the solicitation of an offer to buy, any securities.

Members of the general public are not eligible to take part in the Offering. The Offering will only be available to and directed at the following persons in the United Kingdom: (i) "qualified investors" within the meaning of section 86(7) of the UK Financial Services and Markets Act 2000; (ii) persons having professional experience in matters relating to investments who fall within Article 19(1) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"); and (iii) persons falling within Articles 49(2)(a) to (d) of Financial Promotion Order (high net worth corporations, unincorporated associations etc.). If you are in the United Kingdom and do not fall into one of the above categories, you will not be eligible to participate in the Offering, and you should not act upon, or rely on, this announcement.

Statements in this announcement regarding TomTom, the proposed equity offering, the proposed transaction between Tele Atlas and TomTom, the expected timing for completing the proposed equity offering, the expected timing for completing the proposed transaction between Tele Atlas and TomTom, future financial and operating results and financial condition, benefits and synergies of the transaction, future opportunities for TomTom or 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 disclaims any intention or obligation to update any forward-looking statements as a result of developments after the date of this announcement.