



## **TomTom holds 99.29% of Tele Atlas - Listing of Tele Atlas will terminate 30 July 2008**

***This is a joint announcement of TomTom N.V. ("TomTom" or the "Offeror") 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 ordinary 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.***

**Following the post-acceptance period TomTom holds 99.29% of the ordinary shares in Tele Atlas**

**Listing of Tele Atlas on Euronext Amsterdam and the Frankfurt Stock Exchange will terminate on 30 July 2008**

Amsterdam, 27 June 2008

With reference to the joint press release dated 5 June 2008 in which TomTom and Tele Atlas have jointly announced that TomTom declared its recommended public cash offer of EUR 30 cash per share 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") unconditional (gestand gedaan) and in which TomTom announced a post-acceptance period (na-aanmeldingstermijn), TomTom and Tele Atlas hereby jointly announce the results of the post-acceptance period, which ended at 26 June 2008 at 15:00 hours Amsterdam time.

During the post-acceptance period 1,722,343 Shares representing approximately 1.85% of the total number of Shares have been tendered. Together with the Shares acquired by TomTom on or prior to the settlement of the Offer on 10 June 2008, TomTom currently holds 94,268,226 Shares representing approximately 99.29% of the Shares in the capital of Tele Atlas. The public offer process has now been completed.

With reference to the Offer Memorandum dated 18 November 2007 (the "Offer Memorandum"), payment of the offer price of EUR 30,- for each Share validly tendered (or defectively tendered provided that such defect has been waived by the TomTom) during the post acceptance period and delivered (geleverd) on the terms and subject to the conditions and restrictions of the Offer as described in the Offer Memorandum is expected to take place on 1 July 2008.

### **Termination of listing**

In consultation with Euronext Amsterdam N.V., the listing on Euronext Amsterdam by NYSE Euronext of the Shares will be terminated on 30 July 2008. Trading will be suspended on 28 and 29 July 2008. Therefore the last day of trading in the Shares on Euronext Amsterdam will be 25 July 2008.

The listing on the Frankfurt Stock Exchange will be terminated as soon as the conversion of Tele Atlas in a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) is effectuated. It is currently envisaged, that such conversion will coincide with the de-listing on Euronext Amsterdam on 30 July 2008. Therefore the last day of trading in the Shares on the Frankfurt Stock Exchange is envisaged to be 25 July 2008.

As of 30 July 2008, it will no longer be possible to deliver (leveren) the Shares via the systems of Euroclear Nederland. Shareholders will need a notarial deed to deliver (leveren) the Shares.

### **Buy-out procedure**

The Offeror intends to initiate a buy-out procedure – as described in section 6.7.2 of the Offer Memorandum - in order to acquire all remaining Shares that have not been tendered.

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### **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.

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### **About TomTom**

TomTom NV is the world's leading navigation solutions provider. TomTom's products are developed with an emphasis on innovation, quality, ease of use, safety and value. TomTom's products include all-in-one navigation devices which enable customers to navigate right out of the box; these are the award-winning TomTom GO family, the TomTom XL and TomTom ONE ranges and the TomTom RIDER. Additionally, independent research proves that TomTom products have a significant positive effect on driving and road safety. TomTom offers a portfolio of content and services for TomTom's navigation products, which are easily available through TomTom HOME. TomTom also provides navigation software products that integrate with third party

devices; the TomTom NAVIGATOR software for PDAs and smartphones. TomTom WORK combines industry leading communication and smart navigation technology with leading edge tracking and tracing expertise. TomTom's products are sold through a network of leading retailers in 30 countries and online. TomTom was founded in 1991 in Amsterdam and has offices in Europe, North America and Asia Pacific. TomTom is listed at Euronext Amsterdam in The Netherlands. For more information, go to <http://www.tomtom.com>.

#### **About Tele Atlas**

Tele Atlas delivers the digital maps and dynamic content that power many of the world's most essential navigation and location-based services (LBS). Through a combination of its own products and partnerships, Tele Atlas offers map coverage of more than 200 countries and territories worldwide. The company was founded in 1984 and has approximately 2,500 full-time staff and contract cartographers at offices in 24 countries. Today, Tele Atlas maps are developed with the insight of a community of millions of GPS system users worldwide, who are adding to the company's unmatched network of sources to track and validate changes in real time, and deliver the best digital maps and dynamic content. For more information, visit [www.teleatlas.com](http://www.teleatlas.com).

*This announcement does not constitute an offer to purchase any securities, nor a solicitation of 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. Full details of the Offer have been set out in the Offer memorandum, which is available on the websites of TomTom ([www.tomtom.com](http://www.tomtom.com)) or Tele Atlas ([www.teleatlas.com](http://www.teleatlas.com)).*

*This announcement is a press release and not a prospectus and holders of ordinary shares in Tele Atlas 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 2007. 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.*