



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.

**TOMTOM DECLares THE PUBLIC OFFER FOR ALL SHARES IN TELE ATLAS UNCONDITIONAL**

**SHAREHOLDERS WHO HAVE NOT YET TENDERED THEIR SHARES CAN TENDER THEIR SHARES IN A POST-ACCEPTANCE PERIOD STARTING 6 JUNE 2008 ENDING 26 JUNE 2008**

Amsterdam, 5 June 2008

With reference to the press release dated 2 June 2008, TomTom and Tele Atlas jointly announce that TomTom declares the recommended public offer for all issued and outstanding 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 doen*).

As announced in the press release of 2 June 2008, 63,625,232 Shares have been tendered for acceptance under the Offer. Together with the 27,235,651 Shares already held by TomTom and 1,685,000 Shares to be delivered by certain members of the Supervisory Board and Management Board of Tele Atlas pursuant to irrevocable undertakings, these Shares number in total 92,545,883 and represent 97.48% of the total issued and outstanding shares capital in Tele Atlas, and based on the offer price of EUR 30.00 per Share (the "**Offer Price**"), have an aggregate value of EUR 2,776 million.

TomTom will grant the Shareholders who have not yet tendered their Shares under the Offer the opportunity to tender their Shares in a post-acceptance period (*na-aanmeldingstermijn*). Further details on the post-acceptance period are set out below.

**Settlement**

With reference to the offer memorandum dated 18 November 2007 (the "**Offer Memorandum**"), payment of the Offer Price for each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered 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 10 June 2008.

### **Post-acceptance period**

TomTom will grant the Shareholders who have not yet tendered their Shares under the Offer the opportunity to tender their Shares in a post-acceptance period (*na-aanmeldingstermijn*) commencing at 9:00 hours, Amsterdam time, on 6 June 2008 and expiring at 15:00 hours, Amsterdam time on 26 June 2008 (the "**Post-Acceptance Period**"). Shareholders can tender their Shares in the same manner and under the same conditions as set out in the Offer Memorandum.

Neither Shareholders who have tendered their Shares during the acceptance period, nor Shareholders who have tendered their Shares during the Post Acceptance Period shall have the right to withdraw such Shares.

Shareholders who have tendered and delivered (*geleverd*) their Shares during the Post-Acceptance Period will receive the Offer Price in respect of each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror), on 1 July 2008.

### **Delisting of Shares and other consequences of the Offer**

As soon as legally possible, TomTom intends that Tele Atlas' listing on Euronext Amsterdam and on the Frankfurt Stock Exchange will be terminated.

In addition, TomTom may initiate any of the reorganization measures as set out in Section 6.7.2 (Post-closing Reorganisation of Tele Atlas) of the Offer Memorandum, which includes the possibility of a squeeze-out procedure. Any remaining Shareholders who do not wish to tender their Shares in the Post-Acceptance Period should carefully review Sections 6.7.1 (Liquidity and Delisting) and 6.7.2 (Post-closing Reorganisation of Tele Atlas) of the Offer Memorandum which describe certain risks to tem in connection with their continued shareholding in Tele Atlas.

### **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**

This press release contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum. 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.

On 28 February 2008, Tele Atlas has published its Q4 2007 and Full Year 2007 results. Furthermore, on 29 April 2008, Tele Atlas has published its Q1 2008 results. Shareholders are advised to review the press releases issued in relation to the publication of the Q4 2007 and Full Year 2007 results and the Q1 2008 results in combination with the financial information in the Offer Memorandum. Both the press releases dated 28 February 2008 and 29 April 2008 as well as a full copy of financial statement (*jaarrekening*) of Tele Atlas for the financial year 2007 ended on 31 December 2007 can be reviewed and downloaded from Tele Atlas' website as mentioned above.

### **Addresses**

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The information agent

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48 Wall Street, 22nd Floor  
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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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### **For more information**

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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 some of the world's most essential navigation and location-based services (LBS). The information is the foundation for a wide range of personal and in-car navigation systems and mobile and Internet map applications that help users find the people, places, products and services they need, wherever they are. The company also works with business partners who trust its digital map data to deliver critical applications for emergency, business, fleet and infrastructure services. Through a combination of its own products and partnerships, Tele Atlas offers digital map coverage of more than 200 countries and territories worldwide. The company was founded in 1984 and today has approximately 2,500 full-time staff and contract cartographers at offices in 24 countries. Tele Atlas uses a sophisticated network of professional drivers, mobile mapping vans and more than 50,000 data resources to deliver highly accurate and up-to-date digital maps. Tele Atlas is listed on the Frankfurt Stock Exchange (TA6) and on Euronext Amsterdam (TA). For more information, go to <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.*