Annual Report

2007

Tele Atlas Find more.™

Contents

This Annual Report contains certain forward-looking statements. These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections about our industry, our beliefs and our assumptions. Words such as "anticipates," "expects," "intends," "outlook," "plans," "believes," "seeks," "may," "will," "should" and "estimates," and variations of these words and similar expressions, are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed, implied or forecast in the forward-looking statements. In addition, the forward-looking events discussed in this Annual Report might not occur. These risks and uncertainties include, among others, those set forth under "Risk Profile" in this document. Readers are cautioned not to place undue reliance on these forward-looking statements. Readers should read this report, and the documents that we refer to in this report with the understanding that actual future results and events may be materially different from what we currently expect.

The forward-looking statements included in this report reflect our views and assumptions only as of the date of this report.
Except as required by law, we undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Tele Atlas profile

Tele Atlas' digital maps and content serve as the foundation for a wide range of portable and automotive GPS navigation systems and mobile and Internet map applications. Our maps are also used for many business and government applications, including those for emergency, business fleet and infrastructure services solutions. In short, hundreds of millions of users around the world rely on Tele Atlas maps to find people, places, products and services they need, wherever they are.

Founded in 1984, Tele Atlas employs nearly 1,900 full-time staff in 24 countries worldwide, including more than 330 field cartographers. On a contract basis, the Company also employs the services of more than 1,100 office cartographers. Tele Atlas uses a sophisticated network of field surveyors, Mobile Mapping vans and more than 50,000 unique resources to ensure that maps are as accurate and up-to-date as possible.

Tele Atlas provides maps of 73 countries around the world, covering 27 million kilometers of roads in EMEA, the Americas and APAC. The maps include detailed street-level and interconnecting road networks, allowing application developers and device manufacturers to create solutions to accurately guide users to their intended destinations. In addition, Tele Atlas Connect™ provides basic mapping and routing functionalities for digital map coverage of more than 200 countries and territories worldwide. To enhance the end user's experience, Tele Atlas maps contain more than 28 million Points-of-Interest (POIs), including landmarks and monuments, restaurants, gas stations and a myriad of entertainment options, as well as a growing number of 3D City Maps of major cities in Europe and the United States.

Tele Atlas shares are listed on the Frankfurt Stock Exchange (TA6) and on Euronext Amsterdam (TA). For more information please visit **www.teleatlas.com.**

Key figures

(in millions of euros except for per share information and average number of employees)	2007	2006	2005	2004 [3]	2003
Revenues	308.0	264.3	200.1	127.7	86.5
Adjusted EBITDA[1]	63.6	43.8	14.7	(22.5)	(45.5)
Operating result (EBIT)	25.0[4]	(17.3)	(24.2)	(7.5)	(85.7)[4]
Net result[2]	24.4[4]	(19.0)	(21.6)	(5.8)	(87.3)[4]
Average number of employees[2]	1,699	1,490	1,329	1,904	1,865
Earnings per share	0.27	(0.21)	(0.49)	(0.13)	(2.31)

1 Adjusted EBITDA is the operating result before capitalization, depreciation and amortization, costs related to share-based payments and before transaction costs related to the proposed TomTom transaction.

2 The Net result and average number of employees from 2005 onwards reflect the result from continuing operations and therefore exclude the result and employees of Tele Atlas India, which was sold in March 2005.

3 Results of GDT were included as of the acquisition date (July 2004)

4 2003 operating result and net result include an impairment charge of €62.0 million in 2007. Reversal of amortized impairment resulted in a gain of €23.1 million.

Tele Atlas Expands Coverage

In 2007, Tele Atlas expanded geographic coverage with the launch of a number of key initiatives in APAC, EMEA, South America and Africa.

Information for shareholders

Tele Atlas' Investor Relations policy is designed to inform shareholders, as fully as possible, of the Company's performance.

Tele Atlas' fiscal year corresponds with the calendar year.

In 2007, the combined average volume of shares traded on Euronext and Xetra was 1,271,894 shares per day. Our free float per year end 2007 is approximately 67% of 92,306,432 shares outstanding compared to 90,374,775 shares outstanding by year end 2006.

According to De Autoriteit Financiële Markten (AFM) filings as of December 31, 2007 the following shareholders had a substantial shareholding as defined in the Dutch act on financial supervision in Tele Atlas:

Garmin Ltd.: 5.02% (notification date: October 30, 2007)
TomTom N.V.: 28.27% (notification date: November 7, 2007)

STOCK EXCHANGE LISTING

Euronext Amsterdam
Midcap segment
Ticker: TA
Geregelter Markt Frankfurt;
Prime Standard/TecDax
Ticker: TA6
ISIN: NL0000233948
WKN: 927101

DIVIDEND POLICY AND DIVIDEND PROPOSAL

Tele Atlas has no current plans to distribute dividends.

STATEMENT ON INSIDER DEALING

Tele Atlas has drawn up internal regulations governing the trade of Tele Atlas shares by members of the Supervisory and Management Boards as well as other Tele Atlas employees. These regulations are based on the model issued by De Autoriteit Financiële Markten (AFM) in The Netherlands.

INVESTOR RELATIONS POLICY

Tele Atlas conducts an active Investor Relations program to ensure the regular and comprehensive provision of information to shareholders regarding the Company's performance. The Chief Executive Officer and the Chief Financial Officer have primary responsibility for relations with shareholders, other providers of capital, their advisors and intermediaries and financial journalists. The Investor Relations policy is geared to the proper and timely provision of information that enables well-founded investment decisions in respect of Tele Atlas. In addition to the financial results and prospects, the information provided takes into consideration strategic choices and objectives and relevant social and technological developments. Of central importance is the Annual Report, supplemented with quarterly results, regular press releases, road shows and other informative meetings for

A New Era Approaches

In the future,

Tele Atlas believes that end user input

and feedback will be instrumental to

maintaining map quality and integrity.

Tele Atlas N.V. 2008 Corporate Calendar

Event	Date
3 months Statement	29 April 2008
6 months Statement	31 July 2008
9 months Statement	30 October 2008
Full Year Results 2008	5 March 2009

investors and analysts. All relevant information, including quarterly and annual figures, press releases and Investor Relations presentations, is available on the website: www.teleatlas.com.

Tele Atlas attaches great importance to fair disclosure, ensuring that all target groups receive the same information at the same time. Tele Atlas therefore strives to ensure that stock exchanges, regulatory agencies, financial press and the investing public receive news that is timely and correct. Investors also have access to the latest news and developments on our website, and can subscribe to an e-mail distribution system that circulates the most important news. All press and other announcements made by Tele Atlas are posted online.

The Company conducts road shows and other investor events that are primarily directed at the professional investment community. All presentations for these events are limited to previously disclosed information and are posted online as soon as practical after the event.

Direct questions from investors are welcome; please contact Investor Relations:
Hardie Morgan (Chief Financial Officer): tel. +31 73 640 21 60
Jan Wirken (Investor Relations): tel. +31 73 640 21 60
E-mail: investor.relations@teleatlas.com.

Strong Growth

In 2007, Tele Atlas saw strong growth in diverse markets and geographies, adding many new customers across target market segments. In the automotive navigation market, for example, Tele Atlas entered into a tier one relationship with BMW.

Letter of the CEO

The Management Board of Tele Atlas is pleased to announce another record year for the Company. For the first time in our history, we report a positive EBIT and net result. With strong growth in diverse markets and geographies, the addition of many new customers across our target markets, and revenue growth of 17%, 2007 was a solid year operationally and financially. Of significant importance, Tele Atlas announced in 2007 that the Company had entered into a Merger Protocol with TomTom N.V., the world's largest navigation solution provider, for a public cash purchase offer by TomTom for all of the issued and outstanding shares of Tele Atlas at €30 per share.

The portable navigation market continued to grow rapidly throughout 2007 in all geographies. The year saw a continuation and strengthening of our relationships with leading brands such as TomTom, Mio and Nav N Go, as these market leaders launched new products with our maps. Also, Nokia and Garmin launched new products with our data.

We believe that the navigation industry is at the dawn of a new era. In the future, we are confident that end user community input and feedback about maps and POIs, including updates and corrections, will prove to be instrumental in maintaining the quality and integrity of the map at the highest level possible. The ability to interact and communicate with this community will grow substantially in importance.

In the automotive navigation market, the Company launched its first navigation solution with full voice recognition. This solution, powered by Tele Atlas Voice Maps, was released by Daimler for the new C-class Mercedes-Benz, which will be available in the summer of 2008. The Company also entered into a tier one relationship with BMW, which will result in Tele Atlas' maps being used in many 2009 models in the Americas and APAC and some models already in 2008.

There is a great deal of innovation taking place in automotive navigation. We expect this spirit of innovation to continue. In 2007, we saw the availability of in-dash SD-card slots with Tele Atlas maps, as well as innovations in the maps themselves, with enhanced information such as lane data and road curvature. The Company made solid progress in meeting the demands of the automotive market with the introduction of 3D Maps, 3D Landmarks, Digital Elevation Models and enhancements designed to meet the requirements of Advanced Driver Assistance Systems (ADAS).

In addition, we see strong growth in the consumer Internet and wireless segments. In 2007, Google Inc. selected Tele Atlas digital maps to power its Google Maps for Mobile

and Google Earth solutions in Europe. Tele Atlas map data is also used in the SFR Navigation solution launched by Mappy and SFR in France. That solution provides regularly updated coverage for 16 Western European countries, traffic information for 70,000 kilometers of roadways and several hundreds of thousands POIs. These examples clearly illustrate the growing synergy of Internet and wireless navigation solutions and increasingly sophisticated content. Tele Atlas firmly believes that the quality of its map data, combined with its relationships

Global Experience Across Multiple Markets

Portable Navigation	tomtom, Navigon, iTodor, Garmin, iGO, Mio DigiWalker, Navman, DestinAtor Technologies, Pharos, AvMap, gate5, HSTC, ViaMichelin, MyGuide, Cobra
Internet Mapping	MapQuest, Ask.com, msn, map24, Yahoo!, Google, ViaMichelin, mappy, multimap.com
Wireless and LBS	cingular, Sprint, Qualcomm, vodafone, wayfinder, Nokia, TeleNav, m spatial, 3, T-Mobile, deCarta, RIM
Automotive Navigation	iPC, Denso, BMW, Mercedes-Benz, Siemens VDO Automotive, Pioneer sound. vision. soul, Volkswagen, OnStar, Harman/Becker Automotive Systems, Blaupunkt
Enterprise and Government	UPS, at&t, TCS TeleCommunication Systems, MapInfo, intrado, FedEx, CHP Safety, Service, & Security, Caltrans, Deutsche Post, Qualcomm, Ordnance Survey, Group 1 Software, ESRI Corporate Alliance

with companies such as Google, RIM and Mappy, leave the Company well positioned in this emerging market.

In 2007, Tele Atlas continued to be the leading digital map supplier to the enterprise and government segments. A number of key enterprise agreements were also renewed at the state and federal government levels. Since geocoding solutions have proven so beneficial to the bottom line of both government and private enterprises, we expect more and more entities to embrace this technology.

In 2007, we were able to once again significantly increase our geographic coverage. We launched a number of key initiatives in the APAC region, showing our confidence in the region's growth potential. Tele Atlas introduced MultiNet China, the most complete digital map of the country, and opened the Tele Atlas Display Technology Center in Shanghai to produce visual enhancements such as 3D Landmarks and 3D City Maps for the region.

Tele Atlas also announced a new subsidiary in Taiwan. The Company also delivered comprehensive digital map solutions for Indonesia. Another company was established in Thailand with Tele Atlas owning 80% of Tele Atlas Thailand Co., Ltd. We also acquired a 76% interest in Georigin (Pty) Ltd., located in South Africa. Georigin specializes in data collection of the Western, Eastern and Southern African geographies, covering a total population of over 500 million people, greatly expanding our operational footprint in the region.

Tele Atlas also introduced new coverage in South America, notably the expansion of digital maps for Brazil. Tele Atlas maps now reach 69% of that country's population.

In addition, the Company announced Tele Atlas Connect, which provides expanded coverage of more than 200 countries and territories worldwide, including Central and Eastern Europe, Asia, Africa and South America.

We are very excited about the possibilities offered by the pending TomTom transaction. Once the transaction is closed, Tele Atlas will gain access to many data sources, including those generated by TomTom's extensive end user feedback initiatives, such as the TomTom Map Share inititative. We anticipate the access to map change reports generated by this and other programs will significantly further improve the quality of our maps for all our customers. We believe that the frequency of map updates will increase, eventually to the point in which we believe that overnight or even real-time updates will become the industry standard. We also expect the breadth of available map content to dramatically increase as a result of the proposed transaction. These and other improvements will benefit all our customers and help us to more rapidly introduce new products in response to market demands. At the time of this writing, the transaction remains under review by the European Commission competition authorities.

Across all our markets we are proud of our accomplishments in 2007. Once again, the strength of Tele Atlas' employees has played a key role in our success. Their unwavering dedication, unfailing commitment to our customers, and their keen sense of innovation has propelled us to the position of strength in which we now stand. We are all excited by what the future holds for digital mapping and the wealth of opportunities to come in the years ahead.

Alain De Taeye,
Co-Founder and Chief Executive Officer

Sophisticated Dynamic Content

Dynamic content such as historical, real-time and predictive traffic information is becoming more important to end users, saving them time by selecting the least congested route and increasing travel-time accuracy.

Report of the Supervisory Board

We are pleased to present the Annual Report 2007 of Tele Atlas N.V. as prepared by the Management Board. The Consolidated Financial Statements included in this Annual Report have been audited by and discussed with our independent accountants, Ernst & Young. Their unqualified report is included on page 101 and 102 of the Annual Report. The remainder of this report outlines the operation of the Supervisory Board and its committees during 2007.

SUPERVISORY BOARD

Tele Atlas has a two-tier board system with a Supervisory Board (the 'Board') and a Management Board. The Company's Supervisory Board plays an active role in monitoring the operations of the Company and the determination of its strategy. Our Supervisory Board held 12 meetings in 2007, which were also attended by members of the Management Board.

Important topics in 2007 were:

- the Company's strategy, the implementation of that strategy and the associated risks;
- commercial and technical development of the Company;
- the financial performance and position of the Company and
- the proposed acquisition by TomTom N.V. of the Company.

The Board also discussed the corporate governance structure of the Company on several occasions. The Board attaches great importance to corporate governance as an important path to increased transparency for shareholders. A detailed report on corporate governance including any changes made during 2007 as well as discussion of any remaining deviations from the Dutch Corporate Governance Code ('Tabaksblat') is set forth on pages 36 to 42 of this Annual Report. Also during the year, the Board met several times in executive session in the absence of the Management Board to discuss the functioning of both the Management and Supervisory Boards. We concluded that we are satisfied with the performance of both.

At the Annual General Shareholders' Meeting on May 31, 2007, Mr. Borden B. Hollingsworth, Jr. was appointed as a new member of the Supervisory Board. Mr. Hollingsworth is a founder and former Chairman, President and Chief Executive Officer of Group 1 Automotive, Inc., a Fortune 500 company and a leading operator in the automotive retailing industry. Mr. Hollingsworth replaced Mr. Peter Morris, who resigned as a member of the Supervisory Board. We would like to thank Mr. Morris for his dedicated service.

AUDIT COMMITTEE

The Audit Committee met on seven occasions during the year to perform its primary tasks in discussing the Quarterly Reports and Annual Report as well as internal

28 Million Points-of-Interest (POIs)

Tele Atlas maps contain more than 28 million POIs, including landmarks and monuments, restaurants, gas stations, a myriad of entertainment options and recognizable Brand Icons. Tele Atlas POIs, combined with a vast array of dynamic and location-based content, enables users to find the people, places and products important to them.

risk management and internal control systems. Also, the Audit Committee discussed the audit engagement and the result of the audit with Ernst & Young without the presence of Company management.

REMUNERATION COMMITTEE

The remuneration of the Management Board and the Company's stock option plan were discussed by the Remuneration Committee, which met on two occasions in 2007. A detailed remuneration report is provided on pages 43 to 47 of the Annual Report.

NOMINATING COMMITTEE

The Nominating Committee advises on the selection criteria and appointment procedures for members of the Management Board and members of the Supervisory Board, the proposals for appointments and reappointments, the policy of the Management Board on selection criteria and appointment procedures for senior management. The nominating committee met during the year to discuss the appointment of Mr. Borden B. Hollingsworth, Jr. as a member of the Supervisory Board. Mr. Hollingsworth was appointed member of the Supervisory Board on May 31, 2007.

We wish to thank the Management Board and all members of the staff for their hard work in the past year. Tele Atlas had a very good year with impressive growth in revenue and Adjusted EBITDA. We are very pleased with the progress made by the Company in 2007.

's-Hertogenbosch, The Netherlands,
February 27, 2008
Tele Atlas Supervisory Board
Professor Wim Dik, Chairman

Report of the Management Board

Key developments 2007

- Record revenues of €308.0 million, an increase of 17% over 2006.
- Adjusted EBITDA of €63.6 million, an increase of 45% over 2006.
- Portable navigation drove growth with a 35% increase in revenues over 2006.
- Internet/wireless navigation market grew by 66%.
- Global coverage expanded to 73 countries.
- Outlook 2008: Revenues to grow to between €375 and €385 million and Adjusted EBITDA to between €85 and €95 million.

RECORD RESULTS

In 2007, Tele Atlas realized record revenues of €308.0 million, up 17% from €264.3 million in 2006. Excluding the negative €7.7 million impact of changes in exchange rates, revenues increased by 19%. In EMEA, revenue was up 12% to €216.7 million. In the Americas, revenue was up 20% (31% after adjusting for changes in exchange rates) to €79.1 million. In APAC, revenues grew from €5.2 million to €12.3 million, an increase of 136%.

This growth was primarily driven by the strength of portable navigation revenues, which increased to €171.0 million, a 35% increase from €127.1 million in 2006. By the end of 2007, revenues from portable navigation represented over 56% of the Company's total revenues. Strong growth was also realized in the Internet/wireless segment which grew by 66% to €24.4 million in 2007. Revenue in the automotive navigation market declined 11% to €45.8 million in 2007. This decline was primarily the result of the loss of the Volkswagen midline business and Tele Atlas has phased out its compilation and conversion activities in 2007. The compilation and conversion decrease was offset by a similar reduction in cost of revenues and operating expenses.

The Company's Adjusted EBITDA improved to a profit of €63.6 million from €43.8 million in 2006. Adjusted EBITDA is the operating result before capitalization, depreciation and amortization, costs related to share-based payments and transaction costs related to the proposed TomTom transaction as well as the reversal of the impairment charge. The Company believes that Adjusted EBITDA provides the best measurement of performance because it eliminates the impact of the large variations in non-cash expense items the Company has experienced in past years. Cash operating expenses increased by 14% to €250.9 million from €220.5 million as the Company continued to expand the coverage and content of the database, invest in new technology and develop its sales channels. Cash flow from operating activities declined to a cash inflow of €34.0 million in 2007 from a cash inflow of €39.3 million in 2006, a decline of 13% mainly due to increased working capital and taxes.

Tele Atlas delivers best-in-class digital maps for business partners who use the map, local search and dynamic content for a wide range of consumer and enterprise applications. The Company expects the overall navigation market to continue to grow strongly in the coming years, with portable navigation and Internet/wireless continuing to show promising growth, as well as steady growth in the automotive segment.

Tele Atlas continues to strengthen its global presence to better serve business partners worldwide. In 2007, the Company paid particular attention to the burgeoning APAC region with the opening of the Display Technology Center in Shanghai and the conversion and release of MultiNet China, which we believe to be the most complete digital map of that country, as well as expanding and enhancing coverage in Taiwan, Indonesia, Thailand and Singapore. In South Africa, the company acquired a 76% interest in Georigin (Pty) Ltd. Through this acquisition, Tele Atlas now can provide access to maps for a region of more than 500 million people.

COVERAGE

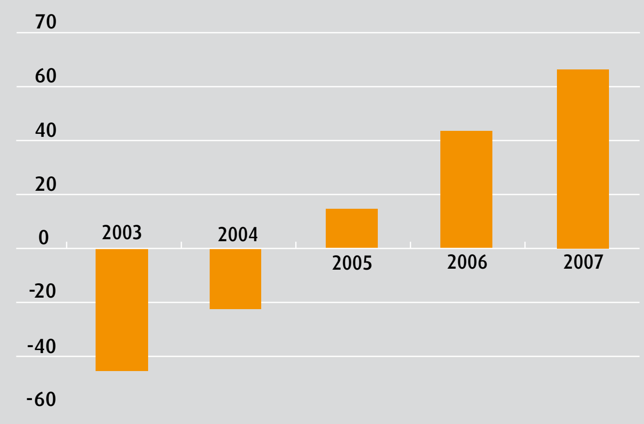
In 2007, the Company further expanded its coverage with detailed maps that provide a foundation for high-end navigation and local search solutions covering 73 countries worldwide. With Tele Atlas Connect, the Company offers basic mapping and routing functionality for map coverage of more than 200 countries and territories worldwide, including South America, Central and Eastern Europe, Africa and Asia. Tele Atlas maps now feature data for 27 million kilometers (more than 17 million miles) of road coverage globally.

Given the large market potential of APAC, the Company launched a number of key initiatives in the region including the opening of offices in Singapore and Seoul, South Korea and database enhancements in Malaysia, Thailand and Singapore. The Company's Singapore product release, announced in December, includes full Address Points and Postal Codes.

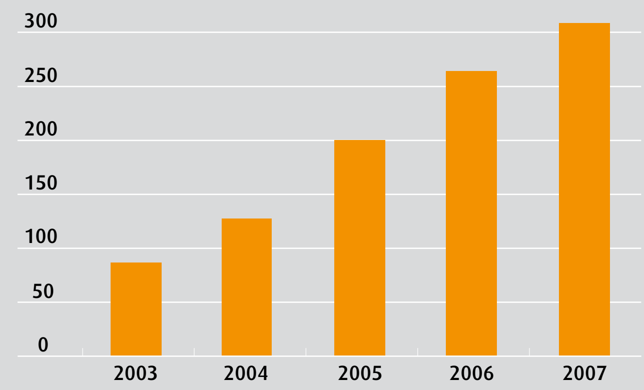
In Indonesia, the Company announced an agreement with Bakosurtanal, the government institution responsible for creating and maintaining large scale geographic maps for the region. In October 2007, Tele Atlas delivered a digital map for Indonesia with full coverage of Java and Bali.

Tele Atlas also introduced MultiNet™ China, which we believe is the most complete digital map of the country available, with street-level coverage for more than 2,400 provincial and county cities. That product was introduced in July, six months ahead of schedule. The Company also opened its Display Technology Center in Shanghai, focused on producing visual enhancements such as 3D Landmarks, 3D City Maps and Junction Views for the region designed to help make navigation systems clear and compelling to end users.

ADJUSTED EBITDA, millions of euros



REVENUE, millions of euros



In July, the Company established a new subsidairy Tele Atlas Taiwan Co., Ltd., an entity focused on delivering a complete digital map of the territory. That goal was realized in September. Tele Atlas owns 70% in the company.

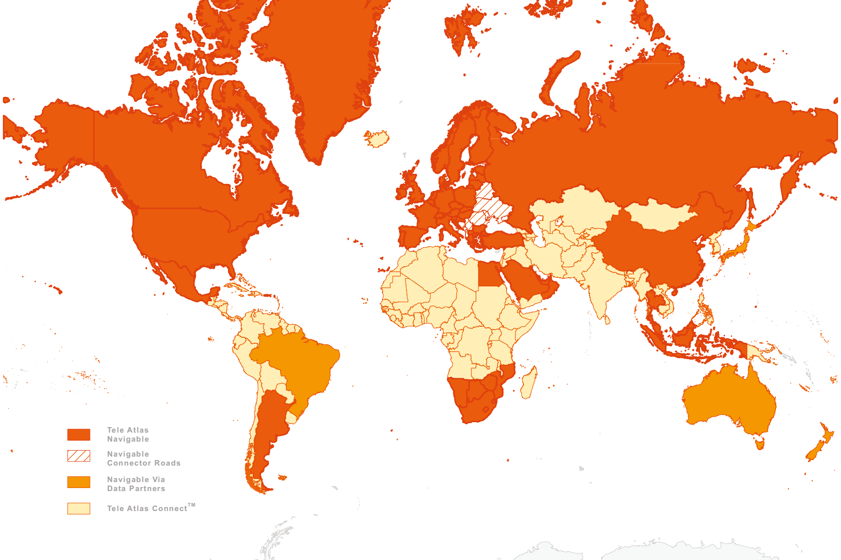
In 2007, Tele Atlas deployed its first Mobile Mapping vans in Asia in Singapore and in Taiwan, further demonstrating its commitment to delivering high-quality digital maps across the region. Tele Atlas also incorporated a new company with MappointAsia Thailand to form Tele Atlas Thailand Co., Ltd., Global Coverage:

Tele Atlas maps cover

73 countries across six continents, and

27+ million kilometers or

17+ million miles



which will focus on delivering a complete navigable digital map database of the country for automotive, portable, Internet and wireless navigation systems and applications. Tele Atlas owns 80% in the company.

Global expansion is a key part of the Company's ongoing worldwide growth strategy. In addition to the Company's aggressive expansion in APAC, Tele Atlas announced the further development of its map coverage in South America. Coverage was increased significantly in Brazil, with Tele Atlas Brazil maps now reaching 69% of the country's population. The maps feature street-level map coverage for more than 1,000 municipalities including navigable data for more than 150 cities, such as Brasília, Curitiba, Porto Alegre, Recife, Rio de Janeiro, Salvador and São Paulo.

In Africa, Tele Atlas acquired a 76% interest in Georigin (Pty) Ltd. With headquarters in Pretoria, South Africa, Georigin specializes in data collection of West, East and Southern Africa, a region with a population of over 500 million people. Georigin also has a 49% interest in MapIT, a Pretoria, South Africa-based company that owns the rights to a map database of South Africa and Nigeria. The acquisition of Georigin is designed to significantly strengthen the Company's operations in Africa and its direct interaction with customers and other partners in the region. During 2007 Tele Atlas completed fully attributed coverage of Western Europe, in particular extended coverage in Portugal, Spain, Italy, Sweden and Finland. We also completed coverage of the Channel Islands and Malta.

In Central and Eastern Europe, Tele Atlas added significant coverage detail In Hungary and Slovakia during 2007 and now offer detailed coverage for 9 countries, including Poland, Czech Republic, Estonia, Latvia, Lithuania, Slovenia and Croatia. We also added the major highways in Romania, Bulgaria, Belarus, Bosnia Herzegovina, Macedonia, Serbia, Montenegro, Albania, Macedonia, Moldova and Ukraine. In Russia, Tele Atlas has extended our previously available detailed coverage beyond the Moscow and St. Petersburg metro areas to several important regions and cities.

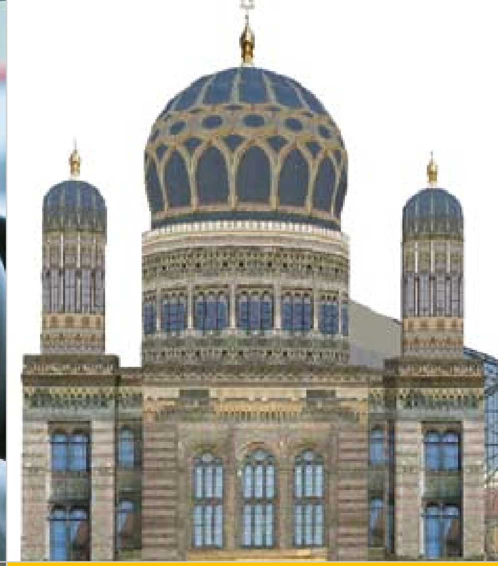
In the Middle East, Tele Atlas opened an office in Dubai, and completed 100% fully attributed maps of the United Arab Emirates. Coverage was also substantially expanded in Saudi Arabia, Egypt, and Turkey where we have existing products in the market.

QUALITY

In 2007, Tele Atlas reached a number of milestones in its continuous endeavor to provide the highest quality digital maps to its customers. In 2005 and 2006 the Company

Unique Update Process for Fresh Maps

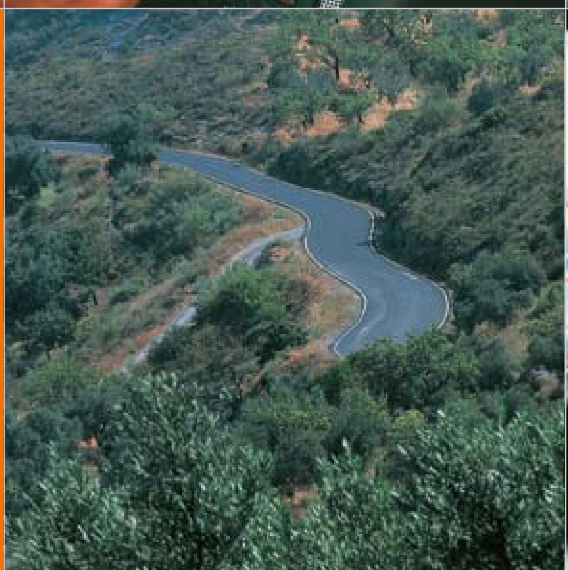
Unique Mobile Mapping vans, supported by a sophisticated network of field surveyors, partner and end user feedback through Map Insight, and more than 50,000 unique resources, ensure that Tele Atlas maps are as accurate and up-to-date as possible for the hundreds of millions of users who rely on them every day.



focused its efforts on expanding data collection. With many of those goals realized, the Company shifted its focus to further refining data collection techniques. In 2007, Tele Atlas was able to process data more quickly with advanced filtering technology, resulting in an 80% reduction in its image inventory that required editing, effectively doubling the speed in throughput image processing.

Tele Atlas has nearly 50 Mobile Mapping vans equipped with at least six cameras to precisely capture data. This year the Company equipped a number of these vans with new cameras that capture data in a 360 degree range – both forward and back and side to side. To meet the goals of the Company's 3D City Maps initiative some vans are also equipped with laser sensors to accurately capture textural building images. The quality of the images is superior and highly accurate, which is especially vital when measuring attributes such as the height of bridges and length of tunnels. In addition to the Mobile Mapping vans the Company has approximately 200 traditional survey vehicles collecting and testing data.

The Company is also keenly aware and focused on the growing importance of end user contributions to map accuracy. Tele Atlas believes the end user community, with its map feedback and updates will prove to be instrumental to maintaining quality and integrity. The ability to interact and communicate with this community will substantially grow in importance. Our Map Insight program that enables end users to alert Tele Atlas where to make changes in the database, for example, helps Tele Atlas to be at the forefront of the use of community map feedback.



Tele Atlas also uses aerial imagery, public geographic databases, tax maps and other data to develop and maintain maps. Strong customer relationships with postal and delivery companies, as well as with end users, provides the Company with additional sources to keep road network information current and fresh. In the United States, Tele Atlas has relationships with 41 of the 50 state transportation agencies, allowing the Company to receive information from these agencies about changes in their road networks. In total the Company has over 50,000 resources worldwide to build and maintain maps.

CONTENT

Tele Atlas delivers both the digital maps and local search content that help navigation systems users anywhere in the world find the people, places and products important to them, and the best routes and guidance to reach them.

In 2007, Tele Atlas released its first 3D City Maps, including maps for major European cities such as Berlin, London and Rome. Additional European, North American and Asian cities are scheduled for release during 2008. The 3D City Maps complement Tele Atlas' existing 3D offerings, which include 3D Landmarks, Landmark Icons and Digital Elevation Models, and are designed to help drivers and pedestrians more easily orient themselves using the appearance of an approaching or nearby destination.

With 3D capabilities, screen images in automotive and portable navigation systems and local search applications on mobile devices more closely match what users actually see in their surroundings. Tele Atlas' new Digital Technology Center in Shanghai is expected to play a crucial role in the Company's 3D initiatives. The Company expects to have nearly 3,500 3D Landmarks available worldwide by the end of 2008.

Map Insight

Advancements in technology make it possible for Tele Atlas to tap into the map community as a real source for detecting changes and enriching digital maps. Map Insight™ is an online tool that enables consumers to alert Tele Atlas where to make changes in the database.

In addition, the Company has extended the richness of its map data through the introduction of additional dynamic content that enables our partners to differentiate their products. For example, historical, real-time and predictive traffic information is becoming an important digital map feature, enabling users to save time by selecting the least congested route and increasing travel-time accuracy. In North America for example, the Company's partnership with Inrix provides real-time traffic flow data for more than 100 United States cities.

In Germany, Tele Atlas delivered Address Points which are designed to provide a high degree of accuracy by pinpointing discrete, actual street addresses to physical buildings. More than 19 million Address Points are now available in Germany, encompassing over 90% of the country. The Company offers more than 88 million Address Points across EMEA and the Americas.

Additionally, the Company announced an agreement with Zagat Survey, LLC to make Zagat Survey ratings and reviews available to Tele Atlas digital map users. The Company also signed an agreement with Travel Channel Media to make rich text, audio and visual content from the Travel Channel available to Tele Atlas users.

Tele Atlas launched Places2protect for the United States in June. This product is designed to provide highly accurate location-based and property information on emergency medical services and critical access facilities and institutions, including hospitals, schools, daycare centers and government offices. Places2protect helps federal, state and local governments and commercial enterprises integrate accurate location information for these facilities into their map-based applications.

In addition, Tele Atlas launched a European truck transport product, Tele Atlas Logistics. Tele Atlas Logistics carries information on limits for vehicle height, width, length, and weight. The product offers a range of truck-specific POIs including the locations of appropriate service stations, truck stops and truck wash facilities. The Tele Atlas Logistics database is planned to be commercially available first in 17 European countries: United Kingdom, Belgium, Austria, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Slovak Republic, Sweden, Switzerland, and The Netherlands. The Company already offers vehicle logistics information for more than 7 million miles of roadways in the United States and Canada.

STRATEGIC PROJECTS

During 2007 Tele Atlas developed a number of strategic programs to further increase service levels to current and future partners, as well as to further enhance the quality and breadth of the Company's products. Embraced by our partners in 2007, these programs, Map Insight, DeveloperLink, and ContentLink, have grown in the last year.

MAP INSIGHT℠

Map Insight is a web-based service that allows end users of our partners' navigation devices and other applications to communicate changes and observations about road

DeveloperLink

Launched in 2006, DeveloperLink already serves over 500 companies; the online networking community provides Internet, mobile and other next-generation location-based and navigation application developers access to technology, business tools and services that help reduce their time to market.

networks directly to Tele Atlas. Users submit an easy-to-use form that enables Tele Atlas to quickly identify and verify the information. This service has already resulted in the implementation of a significant number of valuable suggested updates to our maps from consumers.

DEVELOPERLINK℠

DeveloperLink gives Internet, mobile and other next-generation application developers free access to the technology, business tools and services that help reduce their time to market and increase their potential for success. Members of DeveloperLink gain access to technical resources such as sample Tele Atlas map data, data evaluation capabilities and viewing tools. Members can also access third-party commercial tools and development programs to integrate Tele Atlas content and enhance the development environment. A directory of complementary technologies that help accelerate the production development cycle is available for browsing on the DeveloperLink website.

CONTENTLINK℠

ContentLink is a web-based program that links application developers to providers of location-based geographic content, making it easier and more cost-effective for them to integrate specialized content into their applications. ContentLink provides a growing online catalogue of point-based data sets, including detailed information about their geographical coverage, geocoding accuracy, and the content categories they provide. ContentLink helps developers enhance data quality, streamline data acquisition and minimize processing costs.

CORPORATE INVESTMENT FOCUS

In the future Tele Atlas will remain active in adding new geographies to our database and improving the quality of our existing maps. If appropriate, the Company will evaluate possible acquisitions to reach our goals more rapidly and cost efficiently.

PEOPLE

At the end of 2007, the Company employed 1,889 people in 24 countries worldwide, an increase from the 1,628 people employed by the Company at the end of 2006. Much of this growth was due to the establishment and expansion of offices in South Africa, Thailand, Shanghai and Taiwan.

Operational review

Tele Atlas achieved many operational goals in 2007, again led by the portable navigation segment. Gains were also realized in the Company's other market segments, including key wins in the automotive market. For example, under a contract signed in 2007, the first BMW vehicles with Tele Atlas map data are due to arrive in North American showrooms at the end of 2008. The Company also announced further progress in the growing Internet and wireless markets with Google now using Tele Atlas maps for Google Maps for Mobile and for Google Earth in EMEA, and new and expanded agreements in the enterprise/public sector market.

PORTABLE NAVIGATION MARKET

The portable navigation market continued its rapid growth throughout 2007. A record of around 20 million dedicated portable navigation units were sold in EMEA, representing market growth of more than 65% compared to 2006. Tele Atlas currently expects this market growth to continue into 2008 with unit growth rates of approximately 40%. Six of the eight leading portable navigation device providers worldwide use Tele Atlas maps. These include TomTom, Mio, Garmin and ViaMichelin. In 2007, Tele Atlas worldwide revenues in the portable navigation segment increased by 35% to €171.0 million, compared to €127.1 million in 2006.

TomTom remained Tele Atlas' largest customer accounting for 32% of the Company's revenue in 2007. Tele Atlas and TomTom executed an amended agreement for the supply of map products for TomTom's portable navigation product line. Current TomTom navigation devices using Tele Atlas maps include the TomTom GO 920, 720, 520, the ONE Third edition devices, and all ONE XL devices. Customers can choose from regional maps, European maps or maps covering the United States.

TomTom also introduced the TomTom ONE in South Africa, which is the first navigation device launched with Tele Atlas map data in this region. Additionally, as of 2007, TomTom users can update maps conveniently through TomTom HOME or via the TomTom website. TomTom users with a device with map version 6.75 or higher can use TomTom Map Share™, a unique map improvement technology that enables users to easily and instantly improve maps directly on their device.

Mio introduced several new units including the C320, C520 and the C520t, which are all equipped with 4.3 inch screens and the most recent versions of Tele Atlas maps. To reach the low cost segment of this market, Mio launched the C220. This unit is priced at €199, making it one of most affordable units on the market. Mio currently ranks number three in the European market and has grown to become one of Tele Atlas' largest customers. Additionally, Mio introduced the C620 with MioMap 2008, featuring the recently released Tele Atlas Digital Elevation Model and 3D Landmarks. Tele Atlas will also provide Mio with digital maps and rich navigation content including millions of POIs for its new devices the Mio DigiWalker™ C720t, Mio DigiWalker™ C230 and Mio DigiWalker™ C320, which were unveiled at the DigitalLife technology conference.

Navman introduced its new S-series navigation devices featuring Tele Atlas maps. The new models, S30, S50, S70 and S90i, include over 500 improvements in areas such as design, intelligence and user interfaces.

Tele Atlas partner Nav N Go signed an agreement with Sony PlayStation® Portable Go! Explore in August, opening the fast-growing gaming sector to mapping applications and navigation. This solution will feature Tele Atlas digital maps and POI content, as well as 3D City Maps, 3D Landmarks and turn-by-turn routing.

The Company also announced that Garmin International will deploy Tele Atlas digital maps for its GVN 52 devices in Malaysia, Singapore, Indonesia and Thailand.
In 2007, Tele Atlas announced it will provide digital maps for the United States and Canada and content for more than 12 million POIs, as well as turn-by-turn directions and text-to-speech verbal guidance for the new HP iPAQ 300 Series Travel Companion. The device's HP Navigation System combines high-performance GPS technology, a high-resolution 4.3-inch touch screen display and a premium audio/visual entertainment system for a complete mobile navigation and multimedia offering.

In February 2007, Quantum, a provider of high-quality, innovative multimedia and mobile "Personal TV" devices, and AvMap, the Italian leader in satellite navigation systems, announced the launch of QTM 1000 Nav. This is one of the world's first devices to integrate portable TV and advanced satellite navigation technologies. The device will feature digital maps and content from Tele Atlas.

AUTOMOTIVE NAVIGATION MARKET

Revenues from the automotive navigation market were €45.8 million in 2007, compared to €51.7 million in 2006, a decrease of 11%. This decline was primarily the result of the loss of the Volkswagen midline business and Tele Atlas has phased out its compilation and conversion activities in 2007. The compilation and conversion decrease was offset by a similar reduction in cost of revenues and operating expenses.

In 1995, Tele Atlas first supplied digital maps to Mercedes-Benz through its partner Blaupunkt. Today, Tele Atlas supplies maps to many leading automotive brands and OEM equipment manufacturers including Audi, Bentley, Bosch/Blaupunkt, BMW, Mercedes-Benz, Denso, Ford, General Motors, Harman/Becker Automotive, Pioneer, Porsche, SiemensVDO, Toyota, Volkswagen and many others.
Tele Atlas announced a tier one relationship with BMW. Under this agreement, BMW will begin to use Tele Atlas map data in the Americas, with initial introduction expected in late 2008. Tele Atlas map data is currently used in BMW models in several markets in APAC and Russia.

The Company's achievements in this sector during 2007 also included the launch of the first automotive navigation system in EMEA with full voice recognition. This solution is powered by Tele Atlas Voice Map data and was released by Mercedes-Benz for the new C-class which will be available in the summer of 2008.

Ford launched a new Blaupunkt/Tele Atlas DVD system in Europe for the new Ford Mondeo. The system will become available on other Ford models later in the year and gives purchasers the option of using SD-card systems as an alternative for CDs. The Company also reported a key win at a major French auto maker for a new low-end in-car navigation platform.

In Russia and APAC, the first Tele Atlas products were released by Mercedes-Benz for the new C-class with the

Mitsubishi Electric Platform. Also in Russia, the addition of Audi as a Tele Atlas customer means that all German premium brands (Audi, BMW, Mercedes-Benz and Porsche) now source Tele Atlas data of Russia in their navigation systems.

INTERNET/WIRELESS MARKET

Revenue in the Internet/wireless market increased by 66% to €24.4 million in 2007, compared to €14.7 million in 2006. Although volume in this market segment remained limited in 2007, Tele Atlas firmly believes that the quality of its map data, combined with its relationships with companies such as Google, RIM, Mappy and Wayfinder, leave it well positioned in this emerging market. Tele Atlas is already a leading supplier in the Internet/wireless market, providing maps to four of the five top Internet mapping providers.

In 2007, Google Inc. selected Tele Atlas digital maps to power its Google Maps for Mobile and Google Earth in Europe. The Company's growing relationship with Google is expected to produce unique business opportunities in the future.

The award winning navigation software, Wayfinder Navigator, based on Tele Atlas maps, has been chosen by a key handset manufacturer to be pre-installed on GPS-enabled devices providing one click, instant access to navigation and turn by turn voice guided routing.

Tele Atlas digital map data is also used in the SFR Navigation solution launched by Mappy and SFR in France. SFR Navigation is an all-inclusive GPS service for mobile phones. This solution combines the latest GPS device functionality with European geographic coverage of 16 countries, hundreds of thousands of

Extensive Coverage

In 2007, Tele Atlas expanded its coverage with detailed maps that provide a foundation for high-end navigation and local search solutions covering 73 countries worldwide and feature data for 27+ million kilometers (17 million miles) of road coverage globally.

POIs, real-time traffic information for more than 70,000 kilometers of roads, and fixed and mobile speed cameras throughout France.

In 2007, the Company conducted the Wireless GPS Study, which revealed that the vast majority of consumers, 84%, view built-in GPS as a valuable feature for their mobile phones, and 75% want to use their mobile phones to find POIs or other information about their surroundings. These findings, as well as an expanding roster of industry-leading wireless partners, reinforce the Company's belief that this market remains poised for strong growth.

ENTERPRISE AND GOVERNMENT MARKET

In 2007, Tele Atlas continued to be the leading digital map supplier to the enterprise and government segment, and the Company's leadership in that market stabilized during the year. Revenues for these markets declined 4% to €45.9 million in 2007, compared to €47.6 million in 2006 due to the decline of the dollar against the euro.

In January, Tele Atlas announced an agreement to integrate MCH GeoPoints' data within Tele Atlas' digital maps and POI products. Through the agreement, federal, state and local governments and commercial enterprises such as insurance and utility companies will have access to information designed to assist with their map-based applications.

Additionally, the Company renewed enterprise agreements with the States of Connecticut and Tennessee, demonstrating continued trust in Tele Atlas for important public safety applications. The United States Department of Justice awarded a new three-year agreement to Tele Atlas which allows all United States law enforcement officials to use the Company's maps to geographically coordinate their respective investigations.

Tele Atlas’ ability to deliver quality datasets for critical emergency services applications was demonstrated by the American Medical Response’s expansion of their Tele Atlas agreement to enable ambulance dispatch services beyond their initial state of California. Tele Atlas also renewed enterprise license agreements with The United States Environmental Protection Agency and the United States Army Corps of Engineers.

The Company also renewed contracts with El Paso Gas and the United States Department of Health and Human Services in the Americas.

Financial review

One should read the following discussion and analysis of our financial results of operations in conjunction with our Consolidated financial statements and the related notes thereto contained on pages 55 to 104 in this document. Certain information contained in this discussion and analyses are presented elsewhere in this document, including information with respect to our plans and strategy for our business, and include forward-looking statements that involve risk and uncertainties. In evaluating these statements, you should specifically consider the various risks described in the Risk Profile section of this document that could cause actual results to differ materially from those expressed in such forward-looking statements.

Starting 2007, certain changes have been made to segmentation and presentation. These changes are further clarified in Note 2 of the Consolidated financial statements. Comparative information for 2006 has been restated to reflect these changes retroactively.

OVERALL RESULT

The Company experienced a 17% increase in revenues, to €308.0 million in 2007 from €264.3 million in 2006. Cash operating expenses (excluding depreciation and amortization charges and employee stock option expenses) increased 14% to €250.9 million in 2007 from €220.5 million in 2006 while Adjusted EBITDA (operating result before capitalization, depreciation and amortization, costs related to Share-based Payments and before transaction costs related to the proposed TomTom transaction) increased to a profit of €63.6 million in 2007 from €43.8 million in 2006. Capitalization development costs of databases and tools increased to €14.9 million in 2007 from €11.0 million in 2006, while non-cash operating expenses (depreciation and amortization charges and employee stock option

	2007				2006			
(In thousands of euros)	EMEA	Americas	APAC	Total	EMEA	Americas	APAC	Total
Personal navigation	137,411	32,513	1,049	170,973	112,249	13,779	1,073	127,101
Automotive navigation	31,405	11,955	2,485	45,845	38,311	11,115	2,244	51,670
Data products navigation	20,197	243	479	20,919	22,889	198	99	23,186
Enterprise and government	11,105	34,760	17	45,882	10,422	36,991	205	47,618
Other segments	13,406	9,157	1,849	24,412	7,537	6,234	961	14,732
	213,524	88,628	5,879	308,031	191,408	68,317	4,582	264,307
Intra-company Commissions	3,180	(9,563)	6,383	-	1,547	(2,164)	617	-
Net Revenue Total	216,704	79,065	12,262	308,031	192,955	66,153	5,199	264,307

Expanding Customer Base

In 2007, the Company forged new partnerships with industry leaders across all its target markets. Through its partner Nav N Go, for example, Tele Atlas maps will be used in the Sony PlayStation® Portable Go! Explore, opening the fast growing gaming sector to mapping applications and navigation. Also in portable navigation, the Company continued to strengthen its relationships with leaders such as TomTom, Mio, Garmin and ViaMichelin. Six of the eight leading portable navigation device providers worldwide use Tele Atlas maps.

Wireless and Internet Navigation Leadership

Tele Atlas made strident gains in this emerging market, forming new relationships and strengthening existing relationships with industry leaders such as Google, Google Earth, RIM, Mappy, Wayfinder, ViaMichelin, MapQuest, Yahoo! and Microsoft. Tele Atlas is already a leading supplier in this market, providing maps to four of the five top Internet mapping providers.

expenses) declined to €70.1 million in 2007 as compared to €72.1 million in 2006. The operating profit for the year was €25.0 million compared to a loss of €17.3 million in 2006, mainly because of the improvement in Adjusted EBITDA and a reversal of previously recognized impairment losses on intangible assets of €23.1 million. Cash flow from operating activities decreased to a cash inflow of €34.0 million in 2007 from €39.3 million in 2006. Net financial income increased to €7.8 million as compared to €4.7 million in the previous year. The Company reported a net profit from continuing operations for 2007 of €24.4 million, compared to a loss of €19.0 million for 2006.

REVENUES

Worldwide revenues increased by 17% to €308.0 million in 2007 from €264.3 million in 2006. Excluding the effect of changes in exchange rates, worldwide revenue growth was 19%. Revenues in EMEA increased by 12% to €216.7 million compared to €193.0 million in 2006, largely due to growth in portable navigation. Revenues in the Americas increased by 20% to €79.1 million in 2007 compared to €66.2 million in 2006. Excluding the effect of changes in exchange rates, revenue growth in the Americas was 31%. In APAC revenues grew from €5.2 million to €12.3 million. Our largest customer in 2007 was TomTom, representing 32% of our revenues (2006: 26%). The only other customer with a share in our revenues of more than 10% in 2007 was Mio/Navman with 13%.

Revenues in the largest segment, portable navigation, increased by 35% to €171.0 million from €127.1 million in 2006. The 2007 revenues represent €15.3 million units versus 7.5 million units in 2006. Revenues in the EMEA portable navigation segment grew by 22% to €137.4 million from €112.2 million in 2006. Revenues in the

Americas portable navigation segment grew by 136% to €32.5 million from €13.8 million in 2006 as a result of the rapid growth in the market for portable navigation systems. In APAC revenues in this segment remained level with the prior year.

Revenues in the automotive navigation segment decreased by 11% to €45.8 million from €51.7 million in 2006. The 2007 revenues represent 2.0 million units as compared to 1.5 million units in the prior year. Revenues in the EMEA automotive navigation segment decreased by 18% to €31.4 million as compared to €38.3 million in 2006. This decline was primarily the result of the loss of the Volkswagen midline business. Revenues in the Americas automotive navigation segment increased by 8% to €12.0 million compared to €11.1 million in 2006. In APAC revenues for the automotive segment increased by 11% to €2.5 million.

Revenues in the data products navigation segment, a segment which today exists primarily in EMEA, decreased by 10% to €20.9 million from €23.2 million in 2006 due to reduced demand for map updates for older CD based systems and a shift in sales from the dealer and consumer channel towards the platform channel.

Revenues in the enterprise and government sector, which is significantly larger in the Americas than in EMEA, declined by 4% to €45.9 million from €47.6 million in 2006. This was mainly caused by exchange rate effects. Excluding exchange rates, revenues in this segment increased by 3%.

Revenues in other segments, which is comprised primarily of the Internet and wireless segments, increased by 66% to €24.4 million as compared to €14.7 million in 2006. EMEA revenues in this segment grew 79% in 2007 to €13.4 million from €7.5 million in 2006 while the Americas revenues increased 48% in 2007 to €9.2 million from €6.2 million in 2006. Revenues in this segment for APAC grew from €1.0 million to €1.8 million.

OPERATING EXPENSES

Total operating expenses, excluding depreciation and amortization charges, increased by 10% to €267.7 million from €242.5 million in 2006. The employee stock option expense included in operating expenses in 2007 amounted to €16.8 million, compared to €21.9 million in 2006. Total operating expenses, excluding depreciation, amortization and employee stock option expense, increased by 14% to €250.9 million from €220.5 million in 2006. Included in 2007 operating expenses is an amount of €6.5 million related to the proposed acquisition by TomTom. The effect of changes in exchange rates for operating expenses was a €8.3 million reduction. The cumulative full year impact on operating expenses of the acquisitions in 2007 of Taiwan, Thailand and South Africa was €0.6 million.

Cost of revenue increased to €31.8 million from €25.7 million in 2006. As a percentage of revenues, cost of revenues remained stable at 10%.

Personnel expenses excluding stock option expenses increased by 11% to €120.8 million from €109.2 million in 2006. The increase was primarily due to increases in Full

Time Employees as our operations grew.

Other operating expenses increased by 15% to €98.4 million in 2007 from €85.7 million in 2006. Excluding the cost of €6.5 million related to the proposed acquisition by TomTom other operating expenses would have increased with 7%, in line with the growth of the business.

CAPITALIZATION, AMORTIZATION AND REVERSAL OF IMPAIRMENT

In accordance with International Financial Reporting Standards ('IFRS'), the Company capitalizes and amortizes internally generated databases and production and data collection tools. In accordance with this policy the Company recognizes additions to databases and tools as a reduction of expense in the Income Statement. Capitalization of databases is discontinued when the Company determines that a database has reached a level of completion at which activities are focused on maintaining and upgrading the database. In 2007, additions to the databases and tools were €14.9 million as compared to €11.0 million in 2006. Depreciation and amortization charges relate to fixed assets and to intangible assets, consisting of databases, software tools, customer relationships and trademarks. Depreciation and amortization charges increased to €53.3 million from €50.2 million in 2006.

During 2007, as the result of the continuing improvement in the profitability of the Company's North American operations Tele Atlas recognized the reversal of the unamortized amount of an impairment loss which was recognized on the North American database in 2003. The amount that was recognized was €23.1 million.

OPERATING RESULT

Adjusted EBITDA (operating result before capitalization, depreciation and amortization, costs related to Share-based Payments and before transaction costs related to the proposed TomTom transaction) for the Company improved to a profit of €63.6 million in 2007 from €43.8 million in 2006. The Adjusted EBITDA for the EMEA region improved to a profit of €111.6 million in 2007 from a profit of €95.3 million in 2006. The Adjusted EBITDA attributable to the Americas increased to a profit of €14.9 million from a profit of €6.5 million in 2006. In the APAC region Adjusted EBITDA improved to a loss of €0.5 million in 2007 from a loss of €4.0 million in 2006. Operating expenses at the corporate level was a loss of €62.4 in 2007 versus a loss of €54.1 in 2006.

The Company's operating profit for the year was €25.0 million compared to a loss of €17.3 million in 2006, mainly because of the improvement in EBITDA and a reversal of previously recognized impairment losses on intangible assets.

OTHER INCOME

Net financial income increased to €7.8 million in 2007 from €4.7 million in 2006. This increase was primarily the result of improved cash management, and increased interest rates.

In 2007, a net tax charge of €8.3 million was included in the Income Statement, compared to a benefit of €1.4 million in the previous year. The benefit in 2006 included the recognition of a €10.7 million tax benefit which was recognized following approval by the tax authorities of the reclassification for tax purposes of certain intercompany financing in The Netherlands.

ACQUISITIONS

TAIWAN

In the third quarter of 2007 Tele Atlas established a new subsidiary in Taiwan. The newly created company Tele Atlas Taiwan Co., Ltd. subsequently acquired the mapping business of Systems and Technology Corporation (S&T). Tele Atlas Taiwan is focused on delivering a complete digital map of the territory. Tele Atlas owns 70% of the company.

THAILAND

On October 31, 2007, the Company established a new Thai subsidiary. The newly created company Tele Atlas Thailand Co., Ltd. subsequently acquired the mapping

A Growing Worldwide Workforce

In 2007, Tele Atlas employed nearly 1,800 full-time staff in 24 countries worldwide, including more than 330 field cartographers.

business from Mappoint Asia Thailand in an all cash transaction. Mappoint Asia Thailand subsequently acquired a 20% interest in Tele Atlas (Thailand) Co., which will operate as an independent entity focused on delivering a complete navigable digital map database of the country for automotive, portable, Internet and wireless navigation systems and applications.

SOUTH AFRICA

The acquisition of a 76% interest in Georigin (Pty) Ltd. in South Africa brings us coverage in the Republic of South Africa and the six neighboring Southern African countries. We now have major partners using our map data in that region, including TomTom, Mio and Garmin.

CASH FLOW AND BALANCE SHEET

The net cash flow from operating activities declined to a cash inflow of €34.0 million in 2007 from €39.3 million in 2006. This resulted primarily from an increase in working capital and higher taxes, which were partially offset by a higher operating result. Working capital and other changes increased by €34.2 million as compared to an increase of €19.7 million in 2006.

Net interest received was a cash inflow of €7.2 million, compared to €4.2 million in 2006. Tax payments resulted in an outflow of €10.0 million as compared to €0.2 million in 2006.

Purchases of property and equipment during 2007 decreased to €12.8 million from €14.5 million in 2006 when Tele Atlas had higher investments in IT equipment and several office moves, including our Ghent, Belgium office. Exercises of stock options during the year 2007 resulted in a cash inflow of €19.2 million, as compared to €4.6 million in 2006.

PERSONNEL

On December 31, 2007 had 1,889 full time employees world wide, including support (281), marketing (119), sales (162) and customer delivery (1,328) compared to 1,628 on December 31, 2006.

Personnel by region is set out in the table below:

	31 December, 2007	31 December, 2006
EMEA	894	840
Americas	768	699
APAC	227	89
Total	**1,889**	**1,628**

Outlook

At the time of this writing, the proposed purchase of Tele Atlas by TomTom remains under review by the European Commission competition authorities. We are not able at this time to assess the effect of the proposed purchase on periods after the closing of the transaction. The following guidance has been developed on the basis of Tele Atlas as a standalone independent company. With this assumption and based on the 2007 results and our current expectations for 2008, we expect revenues to grow to between €375 and €385 million during 2008 and Adjusted EBITDA to increase to between €85 and €95 million. This outlook includes the impact of the Taiwan, Thailand and South Africa transactions which were concluded in 2007. All together, these transactions are expected to increase 2008 revenues by €5 million and increase 2008 Adjusted EBITDA by €1 million.

The Company's expenditures for property and equipment for 2008 are expected to be approximately €15 million and working capital requirements for accounts receivables are expected to increase in proportion to the expected increase in revenues.

This outlook excludes the impact of unforeseen circumstances as well as the impact of any acquisitions which may be completed in 2008.

Subsequent to 2008, our current expectation is that, barring unforeseen circumstances, we can grow revenues in excess of 20% on an annual basis for the next several years and that our Adjusted EBITDA for each year will increase by approximately 50% of incremental revenue.

Strategic Projects

In 2007, Tele Atlas developed a number of strategic programs to further increase service levels to current and future partners as well as to further enhance the quality and breadth of the Company's products.

Cash offer of €30 per ordinary share by TomTom for all outstanding shares in Tele Atlas

A BRIEF HISTORY OF EVENTS

The Management Board and the Supervisory Board (the "Boards") have from time to time in the ordinary course evaluated Tele Atlas' business, alternatives, strategy and prospects in the context of market developments and with a view to enhancing Tele Atlas' competitive position, including the advantages of remaining an independent public company versus pursuing a strategic combination with another company.

After an approach by TomTom to discuss, on a non-committed and non-exclusive basis, a possible merger between TomTom and Tele Atlas, the Boards decided to analyze whether such a combination would best serve the aforementioned objective. Tele Atlas decided to retain Lehman Brothers and Atlas Advisors as its financial advisers to assist the Boards in evaluating Tele Atlas' strategic alternatives. Following TomTom's approach, the Boards met regularly, including with Tele Atlas' advisers, to discuss relevant market and industry research, analysis and evaluate Tele Atlas' strategy and prospects as a stand-alone company.

On July 23, 2007, the negotiations with TomTom resulted in Tele Atlas and TomTom being in a position to announce that the expectation was justified that agreement could be reached on a public offer for all outstanding shares in Tele Atlas of €21.25 in cash per share (the "Previous Offer"). On that date Tele Atlas and TomTom signed the Merger Protocol.

During the negotiations that resulted in the announcement of July 23, 2007, Tele Atlas strived to safeguard the interests of all of its stakeholders. The Merger Protocol, inter alia, provides that if Tele Atlas receives an unsolicited

3D City Maps Provide a More Realistic User Experience

In 2007, Tele Atlas released its first 3D City Maps, including maps for major European cities. With the introduction of 3D Maps, 3D Landmarks and Digital Elevation Models, Tele Atlas helps drivers and pedestrians more easily orient themselves to their surroundings.

bona fide competing proposal (exceeding TomTom's offer price by a minimum threshold), the Boards are entitled to change their recommendation if the terms and conditions of such competing proposal when taken as a whole are in the opinion of the Boards, superior to the terms and conditions of the offer made by TomTom. When determining whether a proposal is more favorable for Tele Atlas, its shareholders and other stakeholders, the Boards may look to all legal, financial and regulatory aspects of such bona fide unsolicited alternatives. In the event of such a superior offer, TomTom has the opportunity to match such superior offer thereby ensuring that its offer continues to be recommended. If TomTom does not match the alternative offer, the Boards may terminate the Merger Protocol and recommend the alternative proposal, subject to payment of a termination fee of €20 million to TomTom.

On October 2, 2007 TomTom commenced the Previous Offer by making available the offer memorandum. This offer memorandum included the opinion as to the fairness of the offer price of €21.25 from Lehman Brothers.

On October 31, 2007 Tele Atlas received an unsolicited bona fide proposal from Garmin Ltd. communicating its intention to make a public offer for all of the outstanding shares in Tele Atlas for €24.50 per share in cash (the "Garmin Proposal"). The Boards analyzed and evaluated all legal, financial and regulatory aspects of the Garmin Proposal and concluded that the Garmin Proposal qualified as a superior proposal as defined in the Merger Protocol. As required by the Merger Protocol, the Boards notified TomTom that they intended to support and recommend the Garmin Proposal, unless TomTom would match the Garmin Proposal within a five business day period expiring on November 8, 2007. The Boards also stated that in order to be able to support and recommend the Garmin Proposal, the Boards would expect to receive binding commitments from Garmin reflecting the terms of its proposal. Until such time, the Boards did not intend to change their recommendation regarding the proposed transaction with TomTom. The Boards informed TomTom, in accordance with the Merger Protocol, that if it matched the Garmin Proposal within the five business day period, the Boards would recommend such revised offer from TomTom. If, however, the TomTom offer would not match the Garmin Proposal, Tele Atlas informed TomTom that it intended to terminate the Merger Protocol, subject to the payment of the €20 million termination fee, and would take up Garmin’s invitation and meet with Garmin’s management.

On November 7, 2007 TomTom announced that it terminated its Previous Offer and that it intended to make a new cash offer for €30.00 in cash per share (the "Revised Offer") under the same terms and conditions as the Previous Offer. As required by the applicable Dutch bidding rules, the Revised Offer must be made by virtue of a new offer memorandum. TomTom also announced that it would, immediately subsequent to the announcement, purchase and acquire 25.8 million shares, representing approximately 28% of Tele Atlas' issued share capital, including the shares held by International Asset Management B.V.

After the receipt of the terms and conditions of the Revised Offer, the Boards carefully considered the Revised Offer, taken as a whole, including all legal, financial and regulatory aspects of the Revised Offer, and concluded that the Revised Offer is more favorable to Tele Atlas, its shareholders and other stakeholders than the Garmin Proposal. The Boards issued a press release on November 8, 2007 announcing that they support and recommend the Revised Offer to the shareholders. As TomTom successfully exercised its matching rights within the five business day period prescribed by the Merger Protocol, the Boards announced that the Merger Protocol (including the matching right of TomTom) would remain in full force and effect and that its terms and conditions would remain principally unchanged, other than the consideration payable by TomTom, which is now €30.00 in cash per share.

The acceptance period under the Revised Offer commenced on November 19, 2007. On November 28, 2007 the European Commission decided to initiate a second phase review allowing the Commission to carry out an in-depth examination of the transaction and its market impact. TomTom subsequently extended the acceptance period, which would initially end on December 18, 2007 until March 31, 2008 (inclusive). TomTom and Tele Atlas have indicated in their press release of November 28, 2007 that they estimate that they may have reasonable insight about the likely outcome of the second phase review towards the end of the first quarter 2008. On October 15, 2007 TomTom and Tele Atlas completed the United States anti-trust procedure pursuant to the Hart Scott Rodino Antitrust Improvements Act (as amended). Tele Atlas is confident that competition approval will be obtained from the European Commission.

On December 7, 2007 an extraordinary meeting of shareholders was held during which, inter alia, the Revised Offer of TomTom was discussed. The General Meeting of Shareholders passed all resolutions proposed to them, including a change in the composition of the Supervisory Board, subject to the condition precedent that the offer is declared unconditional by TomTom. The changes to the Supervisory Board become effective as of the settlement of the Revised Offer.

TomTom may extend the acceptance period one or more times in the event that one or more of the offer conditions as set out in the offer memorandum are not fulfilled. Obtaining anti-trust approval from the European Commission is one of the offer conditions.

RATIONALE BEHIND THE DEAL

The Boards are of the opinion that the navigation industry is going to change significantly in the next few years as end-customers will give ever increasing importance to intelligent routing and continuously updated maps.

- by combining TomTom’s and Tele Atlas’ complementary strengths and capabilities, Tele Atlas will have full access to community input to enhance its products in terms of quality, freshness and content (in a cost effective way). Tele Atlas aims at increasing its market share by offering these enhanced products to all of its customers and prospects;

- Tele Atlas will be able to offer products with improved user experience and other customer and partner benefits, more accurate and up-to-date (navigation) information, improvement of coverage and new and enhanced features (e.g. speed and traffic-related information);

- the combination will allow Tele Atlas to expand its presence in the worldwide digital mapping market.

Tele Atlas will continue its business as a separate unit in the new group. Additional safeguards will be put in place to even better protect confidential information of all Tele Atlas’ customers. The improved map products will be sold to all Tele Atlas’ present and future customers at fair, reasonable and non-discriminatory conditions.

For a more detailed description of the intended offer and the background of the offer of TomTom, we refer to the Offer Memorandum dated November 18, 2007 that can be obtained at Tele Atlas' headquarters office and at www.teleatlas.com.

Supervisory Board and Management Board members

SUPERVISORY BOARD

WIM DIK

Chairman of the Supervisory Board: Term ends 2009

Prof. Dik is currently the Chairman of the Supervisory Board of Zesko Holding BV. He is also a non-executive director of Unilever NV, Unilever Plc, AVIVA Plc and Logica CMG Plc. and the Chairman of the Advisory Board of Spencer Stuart Netherlands. Prof. Dik is a former Chairman of the board of Nederlandse Unilever Bedrijven BV and a former Chairman and Chief Executive Officer of KPN NV (Royal Dutch Telecom). He has also held the office of Minister for Foreign Trade in the Dutch Government. Prof. Dik graduated in Computer Science and Telecommunications from Delft University of Technology in 1962 and also studied at the Rotterdam University of Economics.

Prof. Dik became a member of the Company's Supervisory Board in 2001 and Chairman in 2004.

JOOST TJADEN

Term ends 2010

Mr. Tjaden is a Managing Director of Janivo Holding BV, which he joined in 1993. Prior to Janivo Mr. Tjaden was with Oranje-Nassau Groep BV where he was a member of the Management Board. Mr. Tjaden graduated from Rotterdam Erasmus University with a MBA Interfaculty for Management Studies in 1974. Mr. Tjaden is currently a member of the Supervisory Boards of Desch Holding BV, M&R de Monchy NV and Wave International BV and is a non-executive director of Mirus Information Technology Services, Inc.

Mr. Tjaden became a member of the Company's Supervisory Board in 1998.

BANDEL CARANO

Term ends 2008

Mr. Carano is currently General Partner of Oak Investment Partners, LLC, a venture capital firm, where he has served since 1987. Mr. Carano serves on the Board of Directors of WFI in addition to numerous private companies. He also serves on the Investment Advisory Board of the Stanford Engineering Venture Fund. Prior to Oak, Mr. Carano worked for two years in Morgan Stanley's Venture Capital Group where he was responsible for advising the company on high-tech new business development, as well as sponsoring venture investments. Mr. Carano received BS and MS degrees in Electrical Engineering from Stanford University.

Mr. Carano became a member of the Company's Supervisory Board in 2004.

CHARLES COTTON

Term ends 2008

Currently, Mr. Cotton is a Director of Library House Ltd and a Director of Solarflare Communications, Inc. following its merger with Level 5 Networks, Inc. He was previously Executive Chairman of GlobespanVirata, Inc. and Chief Executive Officer of Virata Corporation. His 30 years of experience includes senior operations, finance, marketing and product planning positions at Sinclair Research Ltd, British Leyland Plc and Ford Motor Company. Mr. Cotton graduated from Oxford University with a degree in Physics in 1968.

Mr. Cotton became a member of the Company's Supervisory Board in 2004.

STEPHAN ROJAHN

Term ends 2010

Currently, Mr. Rojahn is Chairman of the Board of Management of Wittur Holding AG and a Non-Executive Director of RPC Group Plc and member of the Supervisory Board of Novem Car Interior Design GmbH. Mr. Rojahn worked more than 20 years for Bosch, where he held various positions in the automotive, car multimedia and telecommunication division, culminating in a position on the Board of Management of the Bosch Group. Following his tenure with Bosch he was Chairman of the Board of Management of Duerr AG. Mr. Rojahn graduated in 1975 from Aachen Technical University with a Diploma for Mechanical Engineering and in 1976 from San Jose State University with a Master of Science for Industrial and Systems Engineering.

Mr. Rojahn became a member of the Company's Supervisory Board in 2006.

GEORGE SCHMITT

Term ends 2008

Currently, Mr. Schmitt is a Managing Director at TeleSoft Partners, serves as a director of several privately held companies and is a director at Calient Networks, Inc and Affinity, Inc. During his career Mr. Schmitt has been President and Chief Executive Officer of PCS PrimeCo, Executive Vice President of International Operations at AirTouch, Inc. and a member of the Management Board at Mannesmann Mobilfunk GmbH (now Vodafone Germany) and head of its technical department. Mr. Schmitt was appointed President and a Director of Omnipoint Communication Services in 1996, where he served until its acquisition by VoiceStream, which was subsequently acquired by Deutsche Telekom to form T-Mobile USA in 2001. Most recently, Mr. Schmitt served at e.spire Communications, Inc. where he was Chairman and Chief Executive Officer. He previously served as a director of Knowledge Holdings, Inc., as director and audit committee chair of Objective Systems Integrations and LHS group. Mr. Schmitt received an MS in Management from Stanford University, where he was a Sloan Fellow, and a BA in Political Science from Saint Mary's College.

Mr. Schmitt became a member of the Company's Supervisory Board in 2004.

BORDEN B. HOLLINGSWORTH, JR.

Term ends 2011

Mr. Hollingsworth, Jr. is a founder and the former Chairman, President and Chief Executive Officer of Group 1 Automotive, Inc. ("Group 1"), a Fortune 500 company and a leading operator in the automotive retailing industry. Prior to his association with Group 1, Mr. Hollingsworth, Jr. was a consultant and private investor. Before that, Mr. Hollingsworth, Jr. served as President of Service Corporation International ("SCI"). Before joining SCI, he was a practicing Certified Public Accountant with Arthur Young & Company. In addition to various other community service activities, Mr. Hollingsworth, Jr. is currently a member of the J.P. Morgan Chase Houston Regional Advisory Board as well as the Council of Overseers of the Jesse H. Jones Graduate School of Management at Rice University.

Mr. Hollingsworth, Jr. became a member of the Company's Supervisory Board in 2007.

MANAGEMENT BOARD AND EXECUTIVE OFFICERS

ALAIN DE TAEYE

Chairman of the Management Board, Co-founder and Chief Executive Officer

Mr. De Taeye founded Informatics & Management Consultants in 1984, a venture involved in the early phases of digital mapping and routing applications, where he was Managing Director. In 1988, Mr. De Taeye combined his company with Tele Atlas, a Dutch company also founded in 1984. Mr. De Taeye graduated from the State University of Gent with a degree in Civil Engineering & Architecture and his work in the digital mapping industry began after having worked as a research assistant at the Business School of Gent University. Mr. De Taeye is also a Supervisory Board member of Nemerix SA.

GEORGE FINK

Member of the Management Board, President and Chief Operating Officer

George Fink joined Tele Atlas in 2002 with more than 30 years of experience in consumer electronics, professional services, and technology-enabled service industries. Working with the founders/entrepreneurs of several venture-backed companies, Mr. Fink has led the restructuring and scaling of domestic and global business operations. As part of this process, he has been involved in the acquisition and integration of over 30 technology companies. Prior to joining Tele Atlas, Mr. Fink was cofounder and CEO of Mirus, a leader in information management to the restaurant industry. Mr. Fink is currently a member of the Supervisorty Board of Mirus. He also served as the President of COMSYS Information Technology Services, a $600 million IT services and solutions enterprise. George's career includes 15 years with Ernst & Young, where he was a Partner and served as Director of the Houston office's Entrepreneurial Services Group.

HARDIE MORGAN

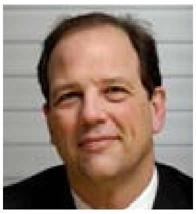
Chief Financial Officer

Mr. Morgan joined the Company as CFO in June 2004 having already worked for Tele Atlas since August 2002 through his consultancy business. From 1998 to 2002 Mr. Morgan was the co-founder and Chief Operating Officer of Mirus Information Technology Services, Inc., an application service provider supplying operational reporting tools to large restaurant chains. From 1991 to 1998 Mr. Morgan ran a consulting practice specializing in the integration of acquisitions and from 1985 until 1991 he was Chief Financial Officer of Landmark Graphics Corporation. He began his career at Arthur Young and Company prior to the merger that formed Ernst & Young. Mr. Morgan has a degree in Business and Sociology at Rice University in Houston and is a Certified Public Accountant in the state of Texas.

BRUCE RADLOFF

Chief Technology Officer

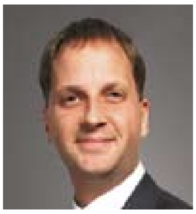
Mr. Radloff joined the Company in January 2005 after having served as Vice President, and Chief Technology Officer (CTO) at the OnStar division of General Motors Corporation, which he joined in 1997. During 1984 and 1997 he worked at IBM and Bell Atlantic, Inc. (now part of Verizon Inc.). Mr. Radloff began his career as an officer in the United States Air Force between 1979 and 1984. Mr. Radloff graduated from Ohio State University in 1979, having studied Political Science and Computer Science and in 1996 he obtained a Masters degree in Technology Management from the University of Maryland.



JACK REINELT

Chief Operating Officer, Europe Middle East and Africa

Mr. Reinelt joined the Company in May 2004. He began his career at the IBM Corporation, and has 30 years of management experience in building technology companies in the software development, database, Internet, and mobile applications markets, including more than 15 years in the automotive segment. Mr. Reinelt has held senior management positions at SunGard, Inc., Adept International, and Commerce One LLC, and from 1992 to 2000 was President of Software Services Corporation and its successor AppNet Inc. Currently, he is also a board member of GDI Infotech, Inc. Mr. Reinelt graduated with a B.S. degree in Finance from Western Michigan University.



MARK STEELE

Chief Operating Officer, Asia-Pacific

Prior to joining Tele Atlas in April 2006, Mr. Steele was President of ITT China. Mr. Steele was with ITT in the APAC region for 14 years where he worked to build ITT's presence in the region via senior management positions in Hong Kong, Japan, and China. Prior to joining ITT, Mr. Steele held global marketing roles at GM Hughes Electronics. He served as a member of the Board of Governors of the American Chamber of Commerce in Shanghai and as Chairman of the Corporate Social Responsibility Committee. Mr. Steele holds a B.S. in International Business and Japanese from the University of Nebraska.

SCOTT SEMEL

Chief Legal Officer

Mr. Semel brings over 25 years of legal experience to Tele Atlas. His most recent corporate legal position was as legal transition executive at IBM and immediately prior to that he served as Vice President, Secretary and General Counsel to Ascential Software Corporation (formerly Informix Corporation), a public software company that was sold to IBM in 2005. Before that he served as Vice President, General Counsel and Secretary to NaviSite, Inc., a public web hosting company. He has also served as general counsel for a number of other public and private companies. Mr. Semel has extensive experience as an international chief legal officer; and in the areas of corporate governance, securities, technology mergers and acquisitions, executive compensation, technology licensing, intellectual property and patent strategy, regulatory and other corporate compliance matters.

Corporate governance

CORPORATE GOVERNANCE STRUCTURE

Tele Atlas has a two-tier board structure consisting of the Management Board and the Supervisory Board. The Management Board is responsible for day-to-day management of the business and long-term strategy. The Supervisory Board is responsible for controlling management performance and advising the Management Board. The Supervisory Board is made up exclusively of outside directors.

MANAGEMENT BOARD

The Management Board is appointed by the shareholders' meeting from a binding nomination, drawn up by the Supervisory Board. The binding nomination may be overridden by the shareholders' meeting with two-thirds of the votes cast representing at least half of the issued share capital. If the Supervisory Board fails to make the nomination in a timely manner, the shareholders' meeting is free to make the appointment. The Management Board is responsible for the management of the Company. The shareholders' meeting may give instructions on the general lines of financial, social, economic and employment policies. The Management Board currently consists of the Chief Executive Officer and the President/Chief Operating Officer with the Chief Executive Officer acting as Chairman. The Articles of Association provide that the Supervisory Board may require that certain Management Board decisions be submitted to the Supervisory Board for approval, and that certain decisions require approval by the shareholders' meeting.

Management Board members may be suspended or dismissed by the shareholders' meeting provided the resolution is passed by at least two-thirds of the votes cast, representing more than half the issued capital unless the proposal concerned has been made by the Supervisory Board in which case no quorum or quota requirements apply.

The general remuneration policy of the Management Board will be adopted by the shareholders' meeting. The remuneration of each member of the Management Board will be determined by the Supervisory Board with due observance of the policy. Share and options plans covering members of the Management Board must be submitted by the Supervisory Board to the shareholders' meeting for approval.

Management Board members must report and provide all relevant information regarding any conflict of interest or potential conflict of interest to the Chairman of the Supervisory Board and all other members of the Management Board who shall decide without the member present whether there is a conflict of interest.

Rich Display Content

Richer map display better orients and guides users, and enriches navigation and local search applications.

SUPERVISORY BOARD

The members of the Management Board are supervised and advised by the Supervisory Board. The members of the Supervisory Board are formally appointed by the shareholders’ meeting from a binding nomination, drawn up by the Supervisory Board. The binding nomination may be overridden by the shareholders’ meeting with two-thirds of the votes cast representing at least half of the issued share capital. If the Supervisory Board fails to make the nomination in a timely manner the shareholders’ meeting is free to make the appointment.

The Supervisory Board supervises the conduct of and provides advice to the Management Board and supervises the business generally. In performing their duties, all members of the Supervisory Board, including those affiliated with a shareholder, are to act in the best interests of the business as a whole. The Management Board shall provide the Supervisory Board with the information it needs for the performance of its tasks and the Supervisory Board shall at any time have access to all buildings and premises in use by the Company and is entitled to inspect all of the Company’s books and records. The Supervisory Board members appoint one of their members as Chairman and one member as deputy Chairman. Members of the Supervisory Board are appointed for a period of up to four years and must retire no later than in the annual meeting of shareholders to be held in the twelfth year after their first appointment. Supervisory Board members may be suspended or dismissed by the shareholders’ meeting at any time provided the resolution is passed by at least two thirds of the votes cast, representing more than half the issued capital unless the proposal concerned has been made by the Supervisory Board in which case no quorum or quota requirements apply.

The Supervisory Board adopts resolutions of the Supervisory Board by an absolute majority of the total number of votes cast.

The remuneration of the Supervisory Board is determined by the shareholders’ meeting.

The Supervisory Board has developed rules that outline its responsibilities, its operating procedures and its relationship with the Management Board and the shareholders’ meeting. The rules are available on the Company’s website: www.teleatlas.com.

The Supervisory Board meets at least four times a year, with the Management Board and other members of the Company’s senior Management Team present unless the Supervisory Board decides otherwise, to discuss Company strategy as well as the risks of business. At least once per year, the Supervisory Board shall discuss its own functioning as well as the functioning of the Management

Board, the corporate strategy and risks of the business and the budget for the financial year. The Supervisory Board has established an Audit Committee, a Remuneration Committee and a Nominating Committee.

By the amendment of the Articles of Association that became effective on July 6, 2004 the power to issue shares and to grant rights to acquire shares in the company and the power to restrict or exclude the pre-emptive rights of existing shareholders has been vested in the Supervisory Board for a period of five years. The Supervisory Board may resolve to issue all of the unissued shares in the authorized share capital of the company. On May 31, 2007 the shareholders meeting authorized the Management Board to repurchase on behalf of the Company up to 10% of the shares of the Company on a stock exchange against a price up to 120% of the weighted average of closing prices during the last ten trading days.

AUDIT COMMITTEE

The Audit Committee assists the Supervisory Board in monitoring the systems of internal controls, the integrity of the financial reporting process and the financial statements and reports of the Company; assessing and mitigating business and financial risks to the Company; the application of information technology within the Company; and the compliance by the Company with legal and regulatory requirements. The role and responsibility of the Audit Committee as well as the composition and the manner in which it discharges its duties have been prescribed in the Audit Committee charter, which is available on the Company's website www.teleatlas.com.

The responsibilities of the Audit Committee include (i) selection, compensation and reviewing and assuring the independence of the firm serving as the Company's independent accountant (ii) requiring the independent accountant to report all critical accounting policies and practices used by the Company as well as available alternative treatments and other material written communications between the independent accountant and the Company, (iii) reviewing with the Company and the independent accountant, (to the extent the independent accountant performs services in connection with the reports) all interim and financial reports, (iv) reviewing with the independent accountants, in advance of the annual audit, the audit scope and plan, (v) discussing with the independent accountant at the completion of the annual audit the financial statements and related footnotes, the audit and the report thereon, their judgment about the quality of the Company's accounting principles, changes in the audit plan or difficulties, if any, encountered during the audit and discussing other matters related to the conduct of the audit. Meetings of the Audit Committee are generally attended by the CFO, the Vice President of Finance and Controlling and the Vice President of Risk Management.

REMUNERATION COMMITTEE

The Remuneration Committee advises the Supervisory Board on the remuneration of the Management Board and monitors the remuneration policy, including the fixed remuneration, the shares and/or options to be granted, other variable remuneration components and other benefits as well as the performance criteria and their application. The rules of the Remuneration Committee as well as the composition and the manner in which it discharges its duties have been laid down in the Rules for the Remuneration Committee, which are available on the Company's website www.teleatlas.com. The Remuneration Committee consists of at least three members. The Chairman of the Supervisory Board or a former member of the Management Board or a member of the Supervisory Board who is a member of the Management Board of another listed company may not be the Chairman of the Remuneration Committee.

NOMINATING COMMITTEE

The Nominating Committee advises the Supervisory Board on the appointment and termination of members of the Management Board and periodically assesses the performance of members of the Supervisory Board and Management Board. The Nominating Committee consists of at least three members. The rules of the Nominating Committee as well as the composition and the manner in which it discharges its duties have been laid down in the Rules for the Nominating Committee, which are available on the Company's website www.teleatlas.com.

On May 31, 2007, the shareholders' meeting approved the new Supervisory Board compensation plan. Under this new compensation plan, each member of the Supervisory Board receives an annual retainer of €45,000 per annum. The Chairman of the Supervisory Board receives an additional compensation of €20,000 per year. In 2007 he also received a one time retainer of €30,000. The Chiarman of the Audit committee or Remuneration committee further receives an amount €10,000 per annum and members to these committees receive € 5,000 per annum. The Chairman of the Nominating committee and members to this committee receive an annual compensation of €7,500 and €5,000 per annum respectively. Upon election as member of the Supervisory Board, a member receives a grant of stock options on 20,000 ordinary shares. Upon re-appointment a Supervisory Board member will receive stock options on 10,000 ordinary shares. These stock options vest quarterly over a four year period. In addition to the remuneration described above, Supervisory Board members are reimbursed for travel expenses incurred on behalf of the Company. The remuneration of the Management Board and the Supervisory Board and their share and option positions are disclosed on pages 43 to 47 of this report.

SHAREHOLDERS' MEETING

The shareholders' meeting is convened at least once a year, within six months of the end of the financial year, to consider, amongst other matters, the Annual Report and the discharge of responsibilities of the members of the Management Board and the Supervisory Board. The shareholders' meeting also appoints the auditor. If the shareholders' meeting does not appoint the auditor, the auditor will be appointed by the Supervisory Board. Decisions are taken by an absolute majority of the votes cast except in those cases in which the law or the Articles of Association of the Company require a greater majority, with one vote being attached to each share.

The Articles of Association provide that the Company may set a record date that is not earlier than the seventh day prior to the day of the meeting, which will be used for determining who has the right to attend the shareholders meeting. Shareholders who want to attend have to register in the manner as announced in the notice convening a shareholders meeting. The Company will propose to its shareholders to amend the Articles of Association so that the record date may be set as early as the thirtieth day prior to the date of the meeting.

COMPLIANCE WITH DUTCH CORPORATE GOVERNANCE CODE

The principles and practices of the Dutch Corporate Governance Code ('Tabaksblat') are applicable to all listed companies organized under the laws of the Netherlands on a "comply or explain" principle. Although Tele Atlas complies in most respects with the Tabaksblat code, there are several areas where the corporate governance of Tele Atlas deviates from the principles and best practice provisions that are laid down in the Dutch Corporate Governance Code. The most important of these differences are as follows.

- We deviate from best practice provision II.1.1, which provides that members of the Management Board may be appointed for a maximum term of four years at a time. Our current members of the Management

Board were appointed for an indefinite period prior to the establishment of the Code. We will apply this best practice provision in respect of any new member of our Management Board who is appointed in the future.

- We partly deviate from best practice provisions II.2.1 and 2.2, which provide that options to acquire shares are conditional and become unconditional only when the Management Board have fulfilled predetermined performance criteria after a period of at least three years and that options that do not have such performance objectives shall not be exercisable for three years from the date of grant. We have to recruit the members of our Management Board in a competitive international environment. Prior grants to members of our Management Board vest quarterly over a period of four years and can be exercised immediately upon vesting. All options granted to Management and Supervisory Board members are granted with an option price equal to the fair value of the underlying shares at the time of the grant. This type of option arrangement is typical of American companies who operate similar businesses to ours. As the United States is an important jurisdiction from which we recruit members of our Management Board, we believe that granting of such options enables us to attract and retain high caliber members of our Management Board.

- We deviate from best practice provision II.2.7, which provides that the maximum remuneration in the event of a dismissal is one year's base salary. The employment agreement with Mr. De Taeye, the Chairman of our Management Board and CEO, provides that in the event of a termination of his employment agreement by us, other than in case of urgent cause (dringende reden) or termination due to acts, defaults or negligence of Mr. De Taeye, he will be entitled to an amount equal to 1/6 of his annual compensation for each full year of service, with a maximum of three times the annual compensation. Mr. de Taeye would also be entitled to this compensation if he terminates his employment agreement within six months after the consummation of a change of control, including the event of a third party acquiring a majority in the voting power in the Shareholders' Meeting. The Company believes that this exception is warranted given Mr. De Taeye's role in founding the Company and his subsequent service on behalf of the Company for in excess of twenty years. On 31 May 2007 the shareholders' meeting approved the new Management Board remuneration policy as adopted by the Supervisory Board. Under this new remuneration policy, the Supervisory Board is authorized to enter into arrangements with the members of the Management Board for the purpose of retaining their services during the period up to and following a change in control. The Company entered into a change in control agreement with Mr. Fink and a stock option amendment agreement with Mr. de Taeye. The change in control agreement with Mr. Fink, inter alia, provides that in the event of a termination of his employment agreement following a change of control (including as a result of a public offer for all our shares) or prior to such change of control at the direction or request of a person with whom the Company has entered into an agreement the consummation of which would constitute a change of control, other than for cause, death or disability, or by Mr. Fink himself in the event of a dramatic adverse alteration in his duties and/or responsibilities and in limited other events, in connection with or in anticipation of a change of control, including the event that the executive is forced to relocate his principal place of business ("Good Reason"), Mr. Fink will be entitled to an amount equal to three times his annual base salary. Further, pursuant to the change in control agreement with Mr. Fink and the stock option amendment agreement with Mr. De Taeye, each of them will be entitled to an acceleration of his unvested stock options in the event of (i) a change of control, if such unvested stock options are not replaced by stock options with substantially the same terms and conditions of the successor entity, or (ii) a termination of his employment agreement following a change of control or in anticipation of a change of control, by the Company. other than for cause, death or disability or by Mr. Fink or Mr. de Taeye, as the case may be, for an event that constitutes a Good Reason.

- We do not apply best practice provision III.3.3, which requires that appointed Supervisory Board members be subject to an introduction program designed to educate them about our activities and their resulting duties and responsibilities, and that an annual review be conducted to identify any aspects with regard to which they require further training or education during their services as Supervisory Board members. We provide persons nominated for appointment to our Supervisory Board with full information about us and our business.

- We will deviate from best practice provision IV.1.1, which provides that a Company's general meeting of shareholders may pass a resolution to (i) set aside the binding nature of a nomination for the appointment of a member of the management board or the supervisory board and (ii) dismiss a member of the management board or supervisory board, by an absolute majority of the votes cast representing at least one-third of the issued share capital. Our Articles of Association provide that a binding nomination for the

appointment of members of our Management Board or of our Supervisory Board may only be set aside by a resolution of the shareholders' meeting passed with a two-thirds majority representing more than 50% of our issued share capital unless the proposal concerned has been made by the Supervisory Board in which case no quorum or quota requirements apply, or such lower majority or quorum as Dutch law will permit to require for overriding a binding nomination. Further, our Articles of Association provide that a member of our Management Board or our Supervisory Board may only be dismissed by a General Meeting of Shareholders with a majority of at least two-thirds of the votes cast at a meeting at which more than 50% of our issued share capital is represented. We believe that maintaining continuity in our Management Board and Supervisory Board is critical for delivering long-term shareholder value. We would like to protect our stakeholders against a sudden change in management by maintaining the qualified majority and voting quorum requirement, which is allowed under Dutch law.

- We partially comply with best practice provision IV.3.1. We attempt to provide all shareholders and other parties in the financial markets with equal and simultaneous information about matters that may influence the share price. Investors may listen in on the press and analysts' conference call given at the publication of our annual figures and our first, second and third quarter results. Recordings of these calls are available on our website as are copies of presentations made to investors and analysts. We meet with many investors, potential investors and analysts during the course of the year. We feel it is not practical to announce these meetings in advance or to make provisions for all shareholders to follow these meetings and presentations in real time. We restrict the information presented in these meetings to publicly-available material.
- We will not apply best practice provision III.7.1, which provides that members of the Supervisory Board will not receive shares or rights to acquire shares by way of remuneration. We also have to recruit the members of our Supervisory Board in a competitive international environment. Prior to the 2006 annual general meeting, members of the Supervisory Board that so elected could receive their compensation in options for our ordinary shares in lieu of certain cash compensation. At the 2006 annual general meeting, the shareholders approved a plan that removed the option to receive cash as opposed to options. At the 2007 annual general meeting a revised supervisory board compensation plan was adopted that greatly reduces the use of options.
- We also deviate from best practice provision III.7.3, which provides amongst others that the Supervisory Board shall adopt a set of regulations containing rules governing ownership and transactions in securities by members of the Supervisory Board, other than securities issued by their ''own company.'' Our members of the Supervisory Board are not restricted from investing in securities issued by other companies other than those of direct competitors.

The articles of association, the Rules of the Supervisory Board, the Rules of the Management Board which include certain restrictions on outside activities for the members of the Management Board, the Company's Code of Ethics, and the procedure for employees of the Company to confidentially file complaints may all be inspected on the Company's website: www.teleatlas.com.

Remuneration report

INTRODUCTION

In accordance with our Articles of Association, the remuneration of members of the Management Board is the responsibility of the Supervisory Board, subject to the adoption of the remuneration policy by the Shareholders' Meeting. The Remuneration Committee of the Supervisory Board is charged with the development of the remuneration policy and the recommendation to the Supervisory Board of the remuneration of individual members of the Management Board.

The Remuneration Committee must consist of at least three members of the Supervisory Board, one of which is to be designated as Chairman. At present, the members are: Mr. Cotton (Chairman), Mr. Carano, Mr. Hollingsworth, Jr. and Mr. Tjaden.

REMUNERATION POLICY FOR THE MANAGEMENT BOARD

The following sets forth the remuneration policy for members of the Management Board as adopted by the Supervisory Board and approved by the shareholders at the General Meeting of Shareholders held on June 1, 2005. This policy is also generally applied to members of the Tele Atlas senior executive team who are not members of the Management Board.

TERM OF APPOINTMENT AND EMPLOYMENT CONTRACTS

The members of the Management Board appointed before July 2004 each have a non-defined term of employment.

Beginning July 2004, new members of the Management Board are appointed for a period of four years. On expiry of the four-year term, a member of the Management Board may be re-appointed for successive terms of not more than four years. In instances of re-appointment, the performance of the candidate as a member of the Management Board is taken into account.

OBJECTIVE OF REMUNERATION POLICY

The objective of the policy is to provide a compensation program that allows the Company to attract, retain and motivate members of the Management Board who have character traits, skills and background to successfully lead and manage a global enterprise and to reward them based on individual and Company performance. The remuneration policy is designed to balance short-term operating performance and the long-term growth in shareholder value.

REMUNERATION ELEMENTS

The remuneration for members of the Management Board is comprised of the following elements:

- base salary and other periodic compensation and benefits such as health insurance, car allowances, etc. Throughout the policy this compensation is referred to as base compensation;

Digital Maps Extend Across Multiple Markets

Tele Atlas digital maps and content are the foundation for a wide range of portable and automotive navigation systems and mobile and Internet map applications that help users find the people, places, products and services they need, wherever they are. We also work with business partners who trust our digital map data to deliver critical applications for emergency, business, fleet and infrastructure services.

- short term incentive compensation;
- long-term equity based compensation in the form of options to purchase the Company's shares ("options").

The Company traditionally has not formally compared the compensation of its Management Board to a reference set of companies. Instead, it has relied on salary surveys conducted among companies similar in nature to Tele Atlas as well as its human resource staff and Supervisory Board members' knowledge of compensation trends in companies similar to the Company. Since the majority of the Company's Management Team is from the United States, the Company bases much of its remuneration policies on typical practices for United States companies that are similar to the Company. The Company does not grant loans to Management Board members except for expense advances in accordance with the Company's travel policy and tax equalization advances to equalize the tax situation of Management Board members who incur taxes outside their home country as a result of their membership on the Company's Management Board.

BASE COMPENSATION

The Company goal is to pay a base salary near the median relative to similarly situated companies. Other components of base compensation include:

- Medical, dental and disability insurance – United States Management Board members receive the same medical, dental and disability insurance benefits as all full time United States employees. European Management Board members receive the same medical and dental insurance as European employees in the country in which they are employed. Additional disability insurance is also provided.
- Life insurance – United States Management Board members receive the same life insurance benefits as all full time United States employees. European Management Board members receive the same life insurance benefits as European employees in the country where they are employed.
- Car allowance – European Management Board members are subject to the European company car policy.
- Temporary housing expenses – when Management Board members are assigned in locations away from their permanent residence, the Company may pay temporary housing expenses to offset the additional costs the member incurs as a result of maintaining two households.
- Retirement plan contribution – United States Management Board members receive the same retirement benefits as all full time United States employees. European Management Board members receive a retirement plan contribution which is substantially in line with European employees in the country where they are employed.

SHORT TERM INCENTIVE COMPENSATION

The Company has a short term incentive program that pays members of the Management Board, as well as other members of executive management, based on the Company's performance versus its annual plan. For 2006 and 2007 the plan used the following factors and weightings:

	Weighting	
Factor	2007	2006
Revenue	25%	25%
Adjusted EBITDA	50%	50%
Cash flow from operations	25%	25%

The annual plan is approved by the Supervisory Board at the beginning of each year. Participants receive points for performance above or below a particular factor in accordance with a table established by the Supervisory Board each year. Bonuses are paid based on the following formula:

Actual Bonus = Target Bonus x Bonus Points / 100.

The 2006 target bonus for Management Board members was 60% of salary. The 2007 target bonus for Management Board members was 75% of salary. The point table used to determine the increase or decrease above or below each target for 2007 is reproduced below.

Revenues		EBITDA		Cash flow	
% Target	Points	% Target	Points	% Target	Points
-5.3%	0	-19.2%	0	-31.0%	0
-4.8%	3	-17.2%	5	-27.9%	3
-4.3%	5	-15.3%	10	-24.8%	5
-3.7%	8	-13.4%	15	-21.7%	8
-3.2%	10	-11.5%	20	-18.6%	10
-2.7%	13	-9.6%	25	-15.5%	13
-2.1%	15	-7.7%	30	-12.4%	15
-1.6%	18	-5.7%	35	-9.3%	18
-1.1%	20	-3.8%	40	-6.2%	20
-0.5%	23	-1.9%	45	-3.1%	23
0.0%	25	0.0%	50	0.0%	25
0.7%	27	2.5%	54	4.0%	27
1.3%	28	4.9%	57	8.0%	28
2.0%	30	7.4%	60	12.1%	30
2.7%	32	9.9%	64	16.1%	32
3.3%	33	12.3%	67	20.1%	33
4.0%	35	14.8%	70	24.1%	35
4.7%	37	17.3%	74	28.1%	37
5.3%	38	19.7%	77	32.1%	38
6.0%	40	22.2%	80	36.2%	40
6.7%	42	24.7%	84	40.2%	42
7.3%	43	27.1%	87	44.2%	43
8.0%	45	29.6%	90	48.2%	45
8.7%	47	32.1%	94	52.2%	47
9.3%	48	34.5%	97	56.3%	48
10.0%	50	37.0%	100	60.3%	50

Points for performance beyond those contained in the points table are at the discretion of the Supervisory Board.

In addition to the short term incentive program described above, the Supervisory Board has in the past granted discretionary bonuses for accomplishment of specific objectives, and may do so in the future.

LONG-TERM EQUITY BASED COMPENSATION

The Company has several stock option plans for key employees. The parameters of these plans are more completely described in Note 8 of the financial statements contained in this Annual Report. In addition, on June 1, 2006, a resolution was adopted by the Shareholders' Meeting establishing additional parameters for grants to members of the Management Board. This resolution provides for Management Board members to receive one of two types of option grants. Members are given an initial grant when they join the Management Board or in the event of a substantial increase in the responsibilities of a member. This range for this initial grant is options on 300,000 to 600,000 ordinary shares. In addition to initial grants, Management Board members are eligible to receive annual refresh grants. These annual refresh grants may range from 0% to 15% of the member's initial grant. The size of the annual refresh grants will be based on the member's and Company performance during the year preceding the date of the annual refresh grant. The Supervisory Board of Tele Atlas has to make all grants to members of the Management Board. The Supervisory Board may make grants in excess of these amounts, subject to confirmation by the shareholders of Tele Atlas. The Supervisory Board has established the following parameters for options granted to Management Board members and other executives:

- Option term – 10 years from date of grant.
- Option exercise price – closing price of the shares on the date of grant.
- Vesting – either quarterly over a four-year period or 50% vesting after two years with remainder vesting quarterly during the following two year period.

Although vesting of the options is not performance based, as this historically was not typical in the United States and the majority of the Company's management team has been recruited from the United States, the Company may introduce elements of performance vesting in the future.

Both members of the Company's Management Board have been granted options on 1,155,000 shares since 2003. No options were granted in 2007. The Supervisory Board may decide to grant additional options at any time.

REMUNERATION OF MANAGEMENT BOARD MEMBERS IN 2007

Currently the Management Board consists of two members, Alain De Taeye, Chief Executive Officer and George Fink, President and Chief Operating Officer.

In 2007, the remuneration, including pension and other benefits but excluding social security contributions and expense reimbursements, paid to current Management Board members amounted to €848,627. In calculating the 2007 euro amounts of amounts originally paid in United States dollars, an average rate of 1.33 dollars to the euro (2006: 1.25) was used.

The following chart sets forth the remuneration paid to members of the Management Board for 2007 and in 2006:

	2007			2006
In euros	Base Compensation	Short Term Incentives	Total	Total
Alain De Taeye	342,471	134,010	476,481	661,311
George Fink	255,796	116,350	372,146	660,132
Total Members	598,267	250,360	848,627	1,321,443

BASE COMPENSATION

The following chart sets forth the components of 2007 base compensation of current Management Board members:

In euros	Base Salary	Pension Contributions	Medical and Other Benefits	Total
Alain De Taeye	293,226	28,000	21,245	342,471
George Fink	248,277	7,519	-	255,796
Total Members	541,503	35,519	21,245	598,267

SHORT TERM INCENTIVE COMPENSATION

In 2007 €250,360 was paid to current members of the Management Board for 2006 performance. Under the Company's Short Term Incentive Program, the target

bonus for members of the Management Board has been increased from 60% to 75% during 2007. For Mr. De Taeye the 2007 at target bonus was 75% of his base salary or €199,936 and for Mr. Fink the at target bonus was 75% of his base salary or $231,150. For 2007, the Company did not achieve its targets. As a result no bonus has been accrued for the members of the Management Board.

LONG TERM EQUITY BASED COMPENSATION

During 2007, the Company did not grant options to members of the Management Board. Options granted in 2006 to members of the Management Board vest 50% after two years from the measurement date of the grant, with the remainder vesting over eight quarters thereafter. The following chart sets forth the option position of each Management Board member:

	Plan	Beginning Balance	2007 Activity Granted	2007 Activity Exercised	Ending Balance	Exercise Price (€)	Vested Options	Remaining Life (yrs)
Alain De Taeye	2003	25,000		25,000	0	0.99	0	0.0
	2004	700,000			700,000	5.54	612,500	6.5
	2005	75,000			75,000	17.85	46,875	7.5
	2006	80,000			80,000	13.11	0	8.5
	Total	**880,000**	**0**	**25,000**	**855,000**	**7.33**	**659,375**	
George Fink	2004	525,000			525,000	5.54	437,500	6.5
	2005	75,000			75,000	17.85	46,875	7.5
	2006	80,000			80,000	13.11	0	8.5
	Total	**680,000**	**0**	**0**	**680,000**	**7.79**	**484,375**	
All Members	2003	25,000		25,000	0	0.99	0	0.0
	2004	1,225,000			1,225,000	5.54	1,050,000	6.5
	2005	150,000			150,000	17.85	93,750	7.5
	2006	160,000			160,000	13.11	0	8.5
	Total	**1,560,000**	**0**	**25,000**	**1,535,000**	**7.53**	**1,143,750**	

The exercise prices for all options were equal to the closing price on the day of grant.

Risk profile

Tele Atlas, like any other business, is exposed to commercial, technical and financial risks inherent in its business. Specific risk factors identified by the Company that may affect the company's business include, but are not limited to the following:

WE DERIVE A SIGNIFICANT AMOUNT OF OUR REVENUES FROM A LIMITED NUMBER OF KEY CUSTOMERS.

A significant amount of our revenues are dependent on a small number of key customers. In the year ended December 31, 2007 our top customer TomTom, accounted for approximately 32% of our total revenues. Our top five customers in 2007 represented approximately 56% of our revenues. Our customers have in the past awarded business to our competitors and may do so again in the future. As a result, there is a concentration of credit risk with respect to some customers. We have not experienced any collection issues with these customers in 2007 and consider them to be creditworthy.

OUR INABILITY TO MAINTAIN OR UPDATE OUR DATABASE OR CONTROL ERRORS COULD HARM OUR REPUTATION, INCREASE OUR COSTS OR ADVERSELY AFFECT OUR ABILITY TO SELL OUR PRODUCTS.

The database from which we derive our products requires constant maintenance and updating, which is a complex process that is subject to error. We have procedures in place and training programs for our staff to maintain and update our database and to ensure our data continues to meet the requirements of applications developers, hardware manufacturers and ultimately end users. We also have received certification to ISO's TS 6949:2002 Automotive Standard for our European operations and ISO 9000:2000 certification for our North American operations. There is however no assurance that our procedures and programs for maintaining and updating our digital map database are sufficient to maintain the standard of quality expected by application developers, hardware manufacturers and end users.

OUR REVENUES ARE DERIVED SUBSTANTIALLY FROM THE LICENSE FEES WE CHARGE FOR THE USE OF OUR MAP DATA. DECLINES IN THESE LICENSE FEES DUE TO PRICE REDUCTIONS OR OTHER FACTORS WOULD ADVERSELY IMPACT OUR REVENUES.

Prices for navigation products have declined recently and end-users are generally expecting the price of portable navigation devices and automotive navigation systems to continue to fall. We have experienced, and it is likely that we will continue to experience, decreases in the license fees we are able to charge our customers as they face increasing competition and attempt to cut costs.

OUR GROWTH WILL DEPEND IN PART ON ADDING NEW GEOGRAPHIC AREAS TO OUR DATABASE, WHICH CAN REQUIRE SIGNIFICANT EXPENDITURE IN ADVANCE OF REVENUES.

The addition of new geographic areas and increased coverage to our digital map database will require significant investment. We are seeking to expand our map database in Eastern Europe, Africa and Asia in the next year. Expanding coverage for new territories is labor intensive, involves high fixed costs and requires us to compile data from third parties and collect information in the field.

A SUBSTANTIAL PART OF THE WORK ON OUR DATABASE IS DONE BY OUR OUTSOURCING PARTNERS, THE MOST SIGNIFICANT OF WHICH IS BASED IN INDIA.

We outsource a substantial part of the manual input and digitization of our acquired data to third-party partners, including Infotech Enterprises Ltd. ('Infotech'), which is based in India. Any failure of our outsourcing partners or their employees to ensure data quality or consistency could harm our business or reputation, and result in us incurring additional costs. The suspension of data input by our outsourcing partners for any reason, including political instability, natural disaster, or labor disputes, or a deterioration in our relationship with our outsourcing partners, could cause our map database to become outdated and develop a backlog of manual data inputs, which could require us to expend significant costs and manpower, or could prevent us from updating our maps for a period of time.

WE MAY NOT BE ABLE TO PROTECT OUR INTELLECTUAL PROPERTY AND ARE EXPOSED TO THE RISK OF INTELLECTUAL PROPERTY LITIGATION.

We rely on a combination of trademarks, trade names, service marks, patents, confidentiality and non-disclosure clauses and agreements, copyrights, registered and unregistered design rights to define and protect our rights to the intellectual property in our products, including our geographic information and our data collection and processing technology, which we need to compete in the market for digital maps. Some of the countries in which we operate do not protect our intellectual property rights to the same extent as the laws of other countries. For example, although our database and software are protected in part by copyright, database and trade secret rights, copyright protection does not extend to facts such as those represented by a map. Legislative database protections that relate to compilations of facts currently exist only in certain countries of Europe and do not exist in the United States or Canada. Also, there can be no assurance that third parties, including parties to whom we disclose our proprietary knowledge, information and technology under licensing or other arrangements, will not attempt to misappropriate it or challenge our right to it.

Third-party Intellectual Property

We believe we have obtained from third parties licenses required to use the technologies applied in our data collection and processing activities. We believe we have also obtained appropriate licenses, to the extent necessary, to use the geographic information contained in our database from third parties, including various public authorities and private entities. There is however no assurance that our use or our customers' use of our technologies or geographic information does not or would not in the future constitute an infringement upon third parties' proprietary, or allegedly proprietary, rights.

Indemnification

Our license agreements with our customers may contain indemnification provisions which, in certain circumstances, may require us to indemnify our customers for liabilities, costs and expenses arising out of violations of intellectual property rights. These provisions may result in indemnification claims or claims of intellectual property right infringement.

Piracy

As with many intellectual property intensive companies, we are subject to the risk of piracy in parts of our business. Although the data copied is contained on static media, such as CD-ROMs, which quickly becomes outdated, continued unauthorized copying and piracy of our products could have an adverse impact on our revenues.

WE MAY FACE LITIGATION, INCLUDING PRODUCT LIABILITY CLAIMS, IN THE EVENT THERE ARE ANY DEFECTS OR ERRORS IN OUR DATABASE.

We are exposed to potential litigation, product liability and recalls and adverse publicity arising out of the use of our digital map database and other products in our customers' navigation products in the event of any defects or errors, or perceived defects or errors in our digital map database. We seek to limit or exclude our contractual liability with third parties for damages arising in relation to product liability, but such limitation or exclusion may be limited in scope or not be enforceable under the laws of some jurisdictions.

TO CREATE AND UPDATE OUR DATABASE, WE COMPILE LARGE AMOUNTS OF DATA FROM A WIDE VARIETY OF GOVERNMENTAL AND OTHER SOURCES. IF THIS DATA WERE NOT MADE AVAILABLE TO US IT WOULD ADVERSELY AFFECT THE COST AND TIMELINESS OF THE CONSTRUCTION, MAINTENANCE AND UPDATE OF OUR DATABASE.

We depend upon third-party suppliers, such as the United States Geological Survey, the United Kingdom Ordnance Survey and the United States Postal Service, for access to some of the data we use to build, maintain, update and enhance our map database. The quality of our products and the success of our business are dependent upon the availability and accuracy of the data that we acquire from these sources. If certain of our sources were to significantly increase the prices they charge us for access to their map data, we could face a significant increase in our operating costs. While we generally own our underlying map data within the United States and Europe, we currently license such data in some countries in the APAC region from suppliers and use the licensed data in our database. There is no assurance that our suppliers will continue to provide the underlying data at a sufficient quality and on license terms that are favorable to us, or at all.

OUR BUSINESS OPERATES IN SEVERAL DIFFERENT COUNTRIES AND WE MAY BE UNABLE TO MANAGE RISKS ASSOCIATED WITH OUR INTERNATIONAL OPERATIONS.

We currently sell our products to costumers in many different countries in Europe, the United States, Canada, Africa, Asia and South America and maintain corporate offices and staff in The Netherlands and the United States. A significant portion of our results is denominated in currencies other than the euro. In 2007, approximately 26% of our revenues are denominated in United States dollars and approximately 42% of our operating costs. The Company did not engage in any hedging activities of translation risks in 2007. In addition to risks in connection with changes in exchange rates, we face risks as a result of our reliance on data entry assistance from partners such as Infotech in India and on other third-party data sources worldwide. Accordingly, we face economic, regulatory, legal and political risks inherent in having relationships, operations and sales in other jurisdictions. We expect to continue to develop our international operations, which strategy could expose us to new or additional risks and uncertainties, including differing laws and business dynamics.

OUR REVENUES ARE SUBJECT TO SEASONAL FLUCTUATIONS.

Our revenues are subject to seasonal fluctuations that may cause our results of operations to vary. In recent years, the portable navigation market has become the most dominant segment for the Company. In the portable navigation segment, revenues have peaked in the third and fourth quarters. Historically, the automotive navigation market has peaked during the second and fourth quarters. As a result of these seasonal fluctuations we saw our revenues for 2007 to be lower during the first quarter and peak towards the end of the year.

INFORMATION TECHNOLOGY IS AN IMPORTANT ELEMENT OF OUR BUSINESS PROCESSES.

Our information technology, telecommunications and other infrastructure systems face the risk of failure or penetration and exploitation by outside parties, which could seriously disrupt our operations and materially adversely affect our operations. In particular, our database is the host for the map data which is our core product offering. Although we have security and disaster recovery plans in place, our operations and our information technology, telecommunications and other infrastructure systems are vulnerable to damage and interruption.

We are currently integrating the computer systems and applications employed in our European and United States operations, including the implementation of new, worldwide computer applications. Delays and implementation problems could adversely affect our day-to-day business activities.

WE MAY FAIL TO EFFECTIVELY IDENTIFY OR EXECUTE STRATEGIC ACQUISITIONS, JOINT VENTURE OR INVESTMENTS, AND IF WE DO PURSUE SUCH TRANSACTIONS, WE MAY FAIL TO SUCCESSFULLY INTEGRATE THEM INTO, OR REALIZE ANTICIPATED BENEFITS TO, OUR BUSINESS IN A TIMELY MANNER.

We may selectively pursue opportunities to acquire, form joint ventures with, or make investments in businesses, products, technologies or innovations which complement our business and growth strategy. We may not be able to identify suitable candidates for such acquisitions, joint ventures or investments, or if we do identify suitable candidates, we may not be able to complete any transaction on acceptable terms, or at all. Any acquisitions, joint ventures or investments we may pursue in the future could entail risks including:

- difficulties in realizing cost, revenue or other anticipated benefits from the acquired entity or investment;
- costs of executing the acquisition, joint venture or investment;
- potential for undermining our growth strategy, our customer relationships or other elements critical to the success of our business;
- liabilities or losses resulting from our control of the acquired entity, joint venture or investment; and
- difficulty in adapting acquired technology to our own systems.

If we pursue acquisitions, partnerships or investments in the future, we may also fail to successfully integrate them. Also, if the profitability of an acquired company no longer justifies the goodwill recorded at the time of acquisition as an asset, it may be necessary to revalue the asset downward by recording an impairment charge.

IF THE PUBLIC OFFER FOR ALL OUTSTANDING SHARES BY TOMTOM IS NOT CONSUMMATED FOR WHATEVER REASON, THIS COULD MATERIALLY ADVERSELY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS OR FINANCIAL CONDITION.

The consummation of the public offer for all outstanding shares by TomTom is, inter alia, subject to competition approval from the European Commission. If such approval is not obtained or any other offer condition as described in the Offer Memorandum is not fulfilled or waived, the public offer will not be consummated. If the public offer is not consummated, we will pursue our strategy as a stand-alone company. We operate in a highly competitive industry and Nokia has announced that it will make a public offer for all outstanding shares in our principal competitor, Navteq Corporation ("Navteq"). Navteq has significantly higher revenues than we do and may be able to invest significantly more in database development and marketing efforts. As part of a larger group of companies, Navteq may use the scale of the new group to gain a competitive advantage over us. If we are unable to compete effectively with Navteq, whether or not as part of the Nokia group of companies, and other existing or new competitors, this may materially adversely affect our business, results of operations or financial condition.

Risk management and internal control

The Management Board is responsible for ensuring that we comply with all relevant legislation and regulations, including the Dutch Corporate Governance Code. It maintains operational and financial risk management systems and procedures and has monitoring and reporting systems and procedures to ensure that significant risks are identified. We have a Code of Ethics, which is published on our website (www.teleatlas.com). The Code includes 'Whistle Blowing' procedures intended to provide all employees with a confidential mechanism to report on any of their concerns. The Management Board reports on and accounts for internal risk management and control systems to the Supervisory Board and its Audit Committee.

The Management Board is responsible for internal control systems in the Company. During 2007, as part of our goal to continually improve our risk management and control systems,

- we expanded our global Risk Management function;
- we strengthened our financial staff in various regions to address the increased size and complexity of our business;
- we continued to review our worldwide insurance coverage and implemented changes to enhance coverage and to identify and mitigate additional areas of risk;
- we continued the global implementation of computer software to improve financial control over our travel and lodging expenses;
- we assessed the effectiveness of internal controls over financial reporting in accordance with the recommendations of the Committee of Sponsoring Organizations of the Treadway Commission ('COSO'), which recommendations are aimed at providing a reasonable level of assurance.

Based on this assessment, the Management Board confirms that to the best of the knowledge of the Management Board internal controls over financial reporting provide a reasonable level of assurance that the financial reporting does not contain any material inaccuracies, and confirms that to the best of the knowledge of the Management Board these controls have properly functioned in 2007 and that there are no present indications that they will not continue to do so.

It should be noted that the above does not imply that these systems and procedures provide certainty as to the realization of operational and financial business objectives nor can they prevent all misstatements, inaccuracies, errors, fraud or noncompliance with rules and regulations.

In view of all of the above, the Management Board believes that it is in compliance with the requirements of recommendation II. 4 of the Dutch Corporate Governance Code, taking into account the recommendations of the Corporate Governance Code.

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Annual Accounts

Consolidated financial statements 2007

Tele Atlas N.V.

Consolidated income statement

(In thousands of euros, except for per share information)	Notes	Year ended December 31, 2007	Year ended December 31, 2006
Revenues		308,031	264,307
Operating expenses			
- cost of revenue		31,751	25,673
- personnel expenses	**7**	137,504	131,084
- reversal of impairment on intangible assets	**18**	(23,074)	-
- depreciation and amortization		53,323	50,177
- other operating expenses	**9**	98,418	85,696
Total operating expenses		297,922	292,630
Capitalized databases and tools	**18**	(14,920)	(11,016)
Net operating expenses		283,002	281,614
Operating result (loss)		25,029	(17,307)
Financial Income	**10**	8,118	5,611
Financial expenses	**10**	(353)	(885)
Impairment loss on investment	**16**	-	(9,322)
Share in result of associates	**16**	-	(63)
Net gain on remeasurement of investments at fair value	**16**	(88)	1,594
Result (loss) before income taxes		32,706	(20,372)
Income tax	**11**	(8,341)	1,401
Net result (loss)		24,365	(18,971)
Attributable to:			
Equity holders of the parent		24,586	(18,951)
Minority interests		(221)	(20)
		24,365	(18,971)
Earnings per share from continued operations			
Basic, for result of the year attributable to ordinary equity holders of the parent	**12**	0.27	(0.21)
Diluted, for result of the year attributable to ordinary equity holders of the parent	**12**	0.26	(0.21)

Consolidated balance sheet

ASSETS (in thousands of euros)	Notes	As at December 31, 2007	As at December 31, 2006
Current assets			
- cash and cash equivalents	**13**	209,571	202,481
- accounts receivable	**14**	97,579	72,177
- inventories		986	1,118
- prepaid expenses and other current assets	**15**	9,147	6,075
Total current assets		317,283	281,851
Non-current assets			
Investments	**16**		
- investments at equity value		6,387	-
- investments at fair value		4,035	4,138
Total investments		10,422	4,138
Tangible fixed assets	**17**		
- property, plant and equipment		22,345	18,681
Intangible fixed assets	**18**		
- databases and tools		216,270	216,502
- goodwill		23,826	20,471
- other		15,251	10,057
Total intangible fixed assets		255,347	247,030
Deferred tax	**11**	9,423	15,170
Total non-current assets		297,537	285,019
Total assets		614,820	566,870

EQUITY AND LIABILITIES

(in thousands of euros)	Notes	As at December 31, 2007	As at December 31, 2006
Current liabilities			
- trade accounts payable		14,243	18,110
- income tax payable	**11**	3,532	6,654
- accrued expenses and other liabilities	**19**	42,221	46,514
- deferred revenues		6,670	5,373
Total current liabilities		66,666	76,651
Non-current liabilities			
- deferred tax	**11**	15,511	16,322
- pension accruals	**20**	5,150	5,314
- other non-current liabilities	**21**	3,904	1,113
Total non-current liabilities		24,565	22,749
Shareholders' equity	**22**		
- ordinary shares, at par €0.10		9,231	9,037
(issued 92,306,432 shares)			
- additional paid-in capital		641,450	622,367
- other reserves		(41,832)	(32,460)
- accumulated result (deficit)		(115,042)	(112,845)
- result (loss) current year		24,586	(18,951)
Total equity attributable to equity holders of the parent		518,393	467,148
- minority interests	**23**	5,196	322
Total equity		523,589	467,470
Total equity and liabilities		614,820	566,870

Consolidated statement of cash flows

(in thousands of euros)	Notes	Year ended December 31, 2007	Year ended December 31, 2006
Cash flow from operating activities			
Operating result (loss)		25,029	(17,307)
Depreciation and amortization		53,323	50,177
Reversal of impairment on intangible assets		(23,074)	-
Share based compensation		16,754	21,907
Changes in non-current liabilities		(1,022)	292
Changes in net working capital and other changes		(34,168)	(19,654)
Interest received		7,480	4,611
Interest paid		(291)	(455)
Tax paid		(9,998)	(233)
Net cash from operating activities		34,033	39,338
Cash flow from investing activities			
Investments in subsidiaries and loans to affiliates, net of cash acquired		(19,262)	(12,892)
Purchase of intangible fixed assets		(1,593)	(2,382)
Purchase of property and equipment		(12,784)	(14,521)
Capitalization of databases and tools		(14,920)	(11,016)
Net cash used in investing activities		(48,559)	(40,811)
Cash flow from financing activities			
Issue of ordinary shares, net of expenses		-	(2,907)
Exercise of stock options		19,178	4,586
Proceeds from short term borrowing		2,438	1,480
Net cash from financing activities		21,616	3,159
Total increase in cash and cash equivalents		7,090	1,686
Cash and cash equivalents at the beginning of the period		202,481	200,795
Cash and cash equivalents at the end of the period	**13**	209,571	202,481

Consolidated statement of changes in shareholders' equity

(In thousands of euros)	Total attributable to ordinary equity holders of the parent						
	Issued ordinary shares	Additional paid - in capital	Other reserves	Accumu-lated deficit and result	Total	Minority interests	Total
Balance as at January 1, 2007	**9,037**	**622,367**	**(32,460)**	**(131,796)**	**467,148**	**322**	**467,470**
Foreign currency adjustment	-	-	(10,646)		(10,646)	(34)	(10,680)
Total income for the year recognized in equity	-	-	(10,646)	-	(10,646)	(34)	(10,680)
Net result for 2007	-	-	-	24,586	24,586	(221)	24,365
Total income for the year	-	-	(10,646)	24,586	13,940	(255)	13,685
Exercise of options	194	18,984	-	-	19,178	-	19,178
Cost offering 2005	-	99	-	-	99	-	99
Share based compensation	-	-	-	16,754	16,754	-	16,754
Tax on items charged or credited to equity	-	-	1,274	-	1,274	-	1,274
Acquisitions	-	-	-	-	-	5,129	5,129
Balance as at December 31, 2007	**9,231**	**641,450**	**(41,832)**	**(90,456)**	**518,393**	**5,196**	**523,589**
Balance as at January 1, 2006	**8,962**	**617,844**	**(16,234)**	**(134,752)**	**475,820**	**-**	**475,820**
Foreign currency adjustment	-	-	(14,034)	-	(14,034)	(13)	(14,047)
Tax on currency adjustments and effect of changes in tax rates	-	-	(5,082)	-	(5,082)	-	(5,082)
Total income for the year recognized in equity	-	-	(19,116)	-	(19,116)	(13)	(19,129)
Net result for 2006	-	-	-	(18,951)	(18,951)	(20)	(18,971)
Total income for the year	-	-	(19,116)	(18,951)	(38,067)	(33)	(38,100)
Exercise of options	75	4,511	-	-	4,586	-	4,586
Cost offering 2005	-	12	-	-	12	-	12
Share based compensation	-	-	-	21,907	21,907	-	21,907
Tax on items charged or credited to equity	-	-	2,890	-	2,890	-	2,890
Acquisition	-	-	-	-	-	355	355
Balance as at December 31, 2006	**9,037**	**622,367**	**(32,460)**	**(131,796)**	**467,148**	**322**	**467,470**

Notes to the consolidated financial statements

0. CORPORATE INFORMATION

Tele Atlas is a worldwide leading provider of detailed geographic databases. Its products are used in a broad spectrum of applications, ranging from route planners, "turn by turn" navigation and road maps to advanced "location based" applications and services.

Tele Atlas N.V. is a stock corporation, incorporated in The Netherlands, with its registered seat in Amsterdam, The Netherlands. Its shares are traded on the Amsterdam Stock Exchange and the Frankfurt Stock Exchange.

On July 23, 2007, TomTom N.V., a Dutch stock corporation and Tele Atlas jointly announced a cash offer by TomTom N.V. for all of the outstanding share capital of Tele Atlas. On November 18, 2007 this offer was amended to increase the proposed per share cash purchase price. The Management Board and Supervisory Board of Tele Atlas fully support this offer. A condition to the offer is that the number of shares tendered for acceptance under the offer, together with the shares that are held at that time by TomTom N.V., represent at least 80% of all issued and outstanding shares as set out in the offer memorandum. Another condition to the offer is that customary regulatory approvals are obtained.

The consolidated financial statements of Tele Atlas N.V. for the year ended December 31, 2007 were authorized for issue in accordance with a resolution of the Supervisory Board on February 27, 2008. Balance sheets are presented before appropriation of results.

1. BASIS OF PREPARATION

The consolidated financial statements are prepared under the historical cost convention, except for financial assets classified as 'financial assets designated at fair value through profit or loss' and initial recognition of assets and liabilities in business combinations. Assets and liabilities are stated at face value unless indicated otherwise. All amounts are stated in thousands of euros, except options, shares, per share amounts and unless indicated otherwise.

STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS's as adopted by the European Union (EU).

CONSOLIDATION PRINCIPLES

The consolidated financial statements include the accounts of Tele Atlas N.V. and all its subsidiaries over which it exercises effective control, after the elimination of all intercompany transactions and balances. Subsidiaries are consolidated as from the date the parent company obtains control until such time as control ceases.

Minority interests represent the portion of profit or loss and net assets not held by the Company and are presented separately in the income statement and within equity in the consolidated balance sheet, separately from parent shareholders' equity. Acquisitions of minority interests are accounted for using the parent entity extension method, whereby the difference between the consideration and the book value of the share of the net assets acquired is recognized as goodwill.

The financial statements of subsidiaries are prepared for the same reporting period as those for Tele Atlas N.V., using consistent accounting policies.

The following fully owned companies are consolidated in the financial statements:

Legal Entity	% of interest	Country
Tele Atlas GmbH	100%	Austria
Tele Atlas Data Gent N.V.	100%	Belgium
Phonetic Topographics N.V.	100%	Belgium
Tele Atlas Canada	100%	Canada
Navigation Information Company Ltd.	100%	China
Sipolment Holding Ltd.	100%	Cyprus
Bolgota Holding Ltd.	100%	Cyprus
Tele Atlas Scandinavia ApS	100%	Denmark
Tele Atlas Finland Oy	100%	Finland
Tele Atlas France SARL	100%	France
Tele Atlas Deutschland GmbH	100%	Germany
PT Tele Atlas Navindo	75%	Indonesia
Tele Atlas Italia Srl	100%	Italy
Tele Atlas Japan (Japanese Branch)	100%	Japan
Tele Atlas Korea (Korean Branch)	100%	Korea
Tele Atlas Mexico S DE RL DE CV	100%	Mexico
Tele Atlas Polska Sp. Z.o.o.	100%	Poland
O.o.o. Tele Atlas Rus	100%	Russia
O.o.o. Tele Atlas CIS Holding	100%	Russia
Tele Atlas Asia Pacific Pte Ltd.	100%	Singapore
Georigin (Pty) Ltd.	76%	South Africa
Tele Atlas Iberia SL	100%	Spain
Tele Atlas Sweden AB	100%	Sweden
Tele Atlas Schweiz AG	100%	Switzerland
Tele Atlas Taiwan Co., Ltd.	70%	Taiwan
Tele Atlas Thailand Co., Ltd.	80%	Thailand
Tele Atlas Survey B.V.	100%	The Netherlands
Tele Atlas North America Holding B.V.	100%	The Netherlands
Tele Atlas Data 's-Hertogenbosch B.V.	100%	The Netherlands
Bene-Fin B.V.	100%	The Netherlands
Tele Atlas JLT Co.	100%	United Arab Emirates
Tele Atlas UK Ltd.	100%	United Kingdom
Tele Atlas North America Inc.	100%	United States

Collectively Tele Atlas N.V. and its subsidiaries are referred to in this report as the "Company".

2. CHANGES IN ACCOUNTING POLICIES AND PRESENTATION OF FINANCIAL STATEMENTS

The accounting policies adopted are consistent with those of the previous financial year. The Company has adopted the following new and amended IFRS and IFRIC interpretations during the year. Adoption of these revised standards and interpretations did not have any effect on the financial statements of the Company, but did result in additional disclosures.

- IFRS 7 *Financial Instruments: Disclosures*
- IAS 1 *Amendment - Presentation of Financial Statements*
- IFRIC 8 *Scope of IFRS 2*
- IFRIC 10 *Interim Financial Reporting and Impairment*
- IFRIC 11 *IFRS 2 - Group and Treasury Share Transactions*

The Company has also early adopted IFRS 8, operating segments. Adoption of this standard did not have any effect on the financial performance or position of the Company.

With respect to the early adoption of IFRS 8, previously the Company reported two segments (Europe and North America) and allocated corporate costs to these two segments. Starting from 2007 the Company reports in three regional segments. Corporate costs are no longer allocated to segments. The Company believes that the revised segmentation enables users to best evaluate the nature and financial performance of the segments in which it operates.

The following changes were made with respect to the presentation of certain financial information starting January 1, 2007. Comparative information for 2006 has been restated consistently.

- previously expenses related to co-marketing activities were presented in the statement of operations as part of cost of revenue. Starting 2007 these expenses are reported as part of operating expenses. The impact of this restatement was a reduction of cost of revenue for 2007 of €6.7 million (2006: €7.3 million) and a similar increase in other operating expense;
- cash flows relating to capitalization of databases and tools were previously presented in the statement of cash flows as a reduction to net cash from operating activities. Starting 2007 these items are reflected as a cash outflow from investing activities. Cash flows relating to capitalization of databases and tools for 2007 were €14.9 million (2006: €11.0 million).

The following standards and interpretations were published, but not early adopted by the Company.

IFRIC 14 IAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

IFRIC Interpretation 14 was issued in July 2007 and becomes effective for annual periods beginning on or after January 1, 2008. This Interpretation provides guidance on how to assess the limit on the amount of surplus in a defined benefit scheme that can be recognized as an asset under IAS 19 Employee Benefits.

IAS 23 Amendment – Borrowing Costs

The revised IAS 23 Borrowing Costs is effective for financial years beginning on or after January 1, 2009 and requires capitalization of borrowing costs that relate to a qualifying asset. The transitional requirements of the standard require it to be adopted as a prospective change from the effective date.

IFRIC 13 Customer Loyalty Programs

IFRIC 13 was issued in November 2006 and becomes effective for financial years beginning on or after July 1, 2008. This Interpretation requires customer loyalty credits to be accounted for as a separate component of the sales transaction in which they are granted.

The Company expects that these Interpretations will have no impact on the financial position or performance of the Company.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

USE OF ESTIMATES

The preparation of Tele Atlas N.V.'s consolidated financial statements requires management to make estimates and assumptions that influence the reported amounts in the financial statements. Actual results might differ from those estimates.

JUDGMENTS AND ASSUMPTIONS

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the financial statements:

Impairment of Non-financial Assets

The Company reviews impairment of non-financial assets at least on an annual basis. This requires an estimation of the 'value in use' of the cash-generating units to which the non financial assets are allocated. Estimating a 'value in use' amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to determine a suitable discount rate in order to calculate the present value of those cash flows. Further details are contained in Note 18.

Share-based compensation

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. The assumptions and models used are disclosed in Note 8.

Deferred Tax Assets

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in Note 11.

Capitalized databases and tools

Internally generated databases and tools are capitalized in accordance with IAS 38. Determining the amounts to be capitalized in respect of databases requires management to make assumptions regarding the moment from which the database of an area has reached a level of completion at which the activities are focused on maintaining and upgrading the database, from which point capitalization is discontinued. Also, it requires management to make judgments in respect of the future economic benefits of developed software tools. Further details are contained in Note 18.

Business combinations

The Company is required to recognize separately, at the acquisition date, the identifiable assets, liabilities and contingent liabilities acquired or assumed in the business combination at their fair values, which involves estimates. Such estimates are based on valuation techniques, which require considerable judgment in forecasting future cash flows and developing their assumptions. Further details are contained in Note 6.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted for the preparation of these consolidated financial statements are set out below. The accompanying notes are an integral part of the consolidated financial statements.

FOREIGN CURRENCIES

The functional and presentation currency of Tele Atlas N.V. and its subsidiaries in the Euro countries is the Euro (€). Transactions in foreign currencies are accounted for at the exchange rates prevailing as at the transaction date. Monetary assets and liabilities in foreign currencies are translated at exchange rates as at balance sheet date. Gains and losses resulting from the settlement of transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the Income Statement. However, translation differences on intercompany loans, which have the nature of a permanent investment, are accounted for directly in shareholders' equity. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Current and/or deferred tax attributable to translation differences charged or credited to equity are also dealt with in shareholders' equity.

The functional currencies of subsidiaries outside the European Union are their respective domestic currencies. As at the reporting date, assets and liabilities are translated into the presentation currency at the exchange rates prevailing at the respective balance sheet dates. Goodwill and fair value adjustments arising on an acquisition of a foreign entity are treated as assets of that foreign operation and translated at the closing rate. Income and expenses are translated at average exchange rates for the periods concerned. Resultant translation differences are charged or credited to shareholders' equity. On disposal of a foreign entity, the deferred cumulative amount recognized in shareholders' equity relating to that particular foreign operation shall be recognized in the income statement.

FINANCIAL INSTRUMENTS

Financial instruments carried in the balance sheet consist of cash and cash equivalents, receivables, trade creditors, liabilities and borrowings. Tele Atlas has not used derivative financial instruments such as foreign exchange contracts to hedge its risks associated with foreign currency fluctuations during the reporting periods. It is the Company's policy not to trade in financial instruments.

Financial assets at fair value through profit or loss include financial assets designated upon initial recognition as at fair value through profit and loss. Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognizing gains or losses on them on a different basis; or
- the assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition accounting method. This involves recognizing identifiable assets (including previously unrecognized intangible assets) and liabilities (including contingent liabilities and excluding future restructuring) of the acquired business at fair value.

Goodwill on acquisitions is initially measured at cost being the excess of the value of the business combination over the interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill on acquisitions after March 31, 2004 is not amortized and goodwill already carried on the balance sheet is not amortized after January 1, 2005. Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of the cash generating unit (or group of cash-generating units), to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount of the cash-generating unit (group of cash-generating units) to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The Company performs its annual impairment test of goodwill as at December 31.

INTANGIBLE FIXED ASSETS

Intangible fixed assets consist of geographic databases, production tools, customer relationships and trademarks. Intangible fixed assets are stated at historical cost, less accumulated amortization and impairment. The Company has no intangible fixed assets with indefinite life. Intangible assets acquired separately are capitalized at cost and from a business acquisition are capitalized at fair value as at the date of acquisition. The Company capitalizes internally generated intangible fixed assets if all of the following criteria are met:

- the asset meets the definition of an intangible asset, i.e. it is identifiable and controlled by the entity; and
- it is probable that future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

The Company capitalizes internally generated databases until it is determined that the database of an area has reached a level of completion at which activities are focused on maintaining and upgrading the database from which point capitalization is discontinued. The cost of capitalized internally generated geographic databases and tools includes all production and acquisition costs related to these assets. Intangible assets are amortized on a straight-line basis, based on the estimated economic life of the assets. Databases are amortized over a period of 10 years, after subsequent completion of the database release. Production tools, customer relationships and trademarks are amortized based on their estimated economic life over 2 - 10 years. The Company reviews the amortization period at each financial year-end.

At each balance sheet date, the Company assesses any indication of impairment of intangible fixed assets. If any such indication exists, the amount recoverable is estimated, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. Previously recognized impairment losses are reversed when it is determined that the asset is no longer impaired.

TANGIBLE FIXED ASSETS

Tangible fixed assets consisting of office and computer equipment and other items, are stated at cost less accumulated depreciation and impairment. Depreciation is calculated on a straight-line basis. Tangible fixed assets are depreciated, based on their estimated economic life, over 3-5 years. The Company reviews the depreciation period and the residual value at each financial year-end. At each balance sheet date, the Company assesses any indication of impairment of tangible fixed assets. If any such indication exists, the amount recoverable is estimated, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. Previously recognized impairment losses are reversed when it is determined that the asset is no longer impaired.

INVESTMENT IN ASSOCIATES

The Company's investment in its associates is accounted for using the equity method of accounting. An associate is an entity in which the Company has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, the investment in the associate is carried in the balance sheet at cost plus post acquisition changes in the Company's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is not amortized. The income statement reflects the share of the results of operations of the associate. Where there has been a change recognized directly in the equity of the associate, the Company recognizes its share of any changes and discloses this, when applicable, in the statement of changes in equity. The financial statements of the associate are prepared for the same reporting period as the parent company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss of the Company's investment in its associates. The Company determines at each balance sheet date whether there is any objective evidence that the investment in associate is impaired. If this is the case the Company calculates the amount of impairment as being the difference between the fair value of the associate and the acquisition cost and recognizes the amount in profit or loss.

INVESTMENTS AND OTHER FINANCIAL ASSETS

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale financial assets, as appropriate. When financial assets are recognized initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Company determines the classification of its financial assets on initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end. All regular way purchases and sales of financial assets are recognized on the trade date, which is the date that the Company commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognized in profit or loss.

Fair value

The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments for which there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis or other valuation models.

The Company holds an investment in Infotech, which has been included in the category financial assets designated at fair value through profit and loss from the date of acquisition. Gains or losses on this investment are recognized in the income statement.

INVENTORIES

Inventories consisting of CD materials for navigation products are stated at the lower of acquisition price or production cost and net realizable value.

ACCOUNTS RECEIVABLE

Accounts receivable are stated at face value less a valuation allowance for doubtful accounts based on a review of all amounts outstanding as at year-end. An estimate for doubtful accounts is made when there is objective evidence that the collection of the full amount is no longer probable.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents include all cash balances and short-term deposits that mature within 3 months. They are stated at face value.

LEASES

Finance leases, which transfer to the Company substantially all risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income. Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

PROVISIONS

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the Income Statement net of any reimbursement. Where discounting is used, the increase in the provision due to the elapse of time is recognized as a finance cost.

POST EMPLOYMENT BENEFITS

Tele Atlas has pension plans in the various countries where it operates. In most countries, a defined contribution plan is operated, limiting the employer's legal or constructive obligation to the amount it agrees to contribute during the period of employment. These contributions are charged to the income statement in the year to which they relate.

In Germany Tele Atlas operates a defined benefit plan. Accumulated obligations are carried as pension liabilities in the balance sheet and are based on actuarial calculations using the projected unit credit method. Benefits paid are deducted from this liability, while additions are charged to the income statement.

In Italy all employees are paid a staff leaving indemnity on termination of their employment. This is a statutory payment based on Italian civil law. Each year, the Company accrues an amount for each employee, based in part on the employee's remuneration and in part on the revaluation of amounts previously accrued. The indemnity has the characteristics of a defined contribution obligation and is an unfunded, but fully provided liability.

The cost of providing benefits under the plans is determined separately for each plan. Actuarial gains and losses are recognized as income or expense immediately.

SHARE BASED COMPENSATION

Employees and Supervisory Board members of the Company receive remuneration in the form of share-based compensation transactions, whereby services are rendered as consideration for share options. Options granted under the Company's Option Plans vest over a period as determined in the agreement with the optionee; vesting does not depend on performance criteria. Option Plans are further described in Note 8 to the consolidated financial statements.

The cost of equity-settled transactions is measured by reference to the fair value at the date on which they are granted. The fair value is determined by an external valuation specialist using a binomial model, further details of which are given in Note 8.

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('the vesting date'). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest taking into account expected attrition. The income statement charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period. Where the terms of an equity-settled award are modified, as a minimum, an expense is recognized as if the terms had not been modified. In addition, an expense is recognized for any modification, which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately.

SHARE CAPITAL

Ordinary share capital is recognized at the fair value of the consideration received by the Company. When equity is repurchased, the amount of consideration paid is recognized as a charge to equity and reported in the equity as treasury shares.

REVENUE

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The Company generates the majority of its revenues by licensing the geographic content and various additional characteristics of its database to customers. Licensing takes the form of selling products (generally CDs or DVDs) to end users for perpetual use, or licensing of the geographic content and various additional characteristics of the database to customers for a fixed period of time. Licensing to end-users for infinite use may be through the direct sale of products to these customers or through partners (often application developers). Revenue on these sales is recognized in the period when products are sold to the end-user. Where the geographic content and various additional characteristics of the database are licensed to customers for a fixed period of time, revenue will often depend on the use of the data by the customer, as reported by the customer or, when data are sold though a partner, by the partner. Royalty agreements often contain minimum royalty amounts and arrangements for upgrading the data. Revenue in these cases is recognized when it is probable that the economic benefits associated with the transaction will flow to the enterprise. Depending on the revenue characteristics of the related agreement, revenue on these royalty agreements is recognized upfront or over the period of the agreement.

GOVERNMENT GRANTS AND SUBSIDIES

From time to time, the Company takes part in projects that are eligible for government grants or subsidies. Grants and subsidies are recognized when there is reasonable assurance that the grant or subsidy will be received and all attaching conditions will be complied with. Grants or subsidies generally relate to expense items and are matched with the expenses which they intend to compensate.

FINANCIAL INCOME AND EXPENSES

Interest income and interest expenses are recognized on an accrual basis.

INCOME TAXES

Current income tax

Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance sheet date. Current income tax relating to items recognized directly in equity is recorded through equity and not in the income statement.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences at balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that temporary differences will reverse in the foreseeable future and taxable profit will be available against which temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred income tax relating to items recognized directly in equity is recorded through equity and not in the income statement. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same tax authority.

Sales tax

Revenues, expenses and assets are recognized net of the amount of sales tax except:

- where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

5. SEGMENT INFORMATION

The Company is active in the development and selling of geographic databases. As disclosed in Note 2 to the Financial Statements, the Company has chosen to early adopt IFRS 8 relating to segment reporting as management believes that the revised segmentation enables users to best evaluate the nature and the financial performance of the segments in which it operates. For management purposes, the Company is organized in three geographical segments and one corporate division. The EMEA segment includes Europe, Middle East and Africa. The Americas segment includes the USA, Canada, Mexico and South America. The APAC segment includes Asia and Australia. The corporate division includes all corporate costs related to corporate technology,

marketing and other support activities. Revenues are initially allocated to the operating segments, based on the geography of the map data. Subsequently, intra-company commissions are used among operating segments to reflect costs of the customer and technical support.
Corporate assets mainly consist of deferred tax assets relating to Europe.

	EMEA		Americas		APAC		Corporate		Total	
(In thousands of euros)	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
Revenues	216,704	192,955	79,065	66,153	12,262	5,199	-	-	308,031	264,307
Cost of revenue	(23,881)	(21,095)	(6,184)	(3,536)	(1,686)	(1,042)	-	-	(31,751)	(25,673)
Operating expenses[1]	(81,200)	(76,538)	(57,985)	(56,148)	(11,094)	(8,116)	(62,389)	(54,071)	(212,668)	(194,873)
Adjusted EBITDA[1]	111,623	95,322	14,896	6,469	(518)	(3,959)	(62,389)	(54,071)	63,612	43,761
Merger transaction cost									(6,500)	-
Reversal of impairment on intangible assets[2]									23,074	-
Share based compensation expense									(16,754)	(21,907)
Depreciation and amortization									(53,323)	(50,177)
Capitalized databases and tools									14,920	11,016
Operating result (loss)									25,029	(17,307)
Total assets (excluding cash balances)	244,147	205,625	139,832	138,619	11,847	4,975	9,423	15,170	405,249	364,389

1 Operating expenses and Adjusted EBITDA exclude capitalization, depreciation and amortization, costs related to IFRS 2 Share-based Payments and transaction costs related to the proposed TomTom transaction. Management believes Adjusted EBITDA is the best measure for judging operating performance of the segments.

2 The reversal of impairment on intangible assets can be allocated to the North American region. Reference is made to Note 18.

In 2007 two clients had revenues in excess of 10% of total revenue, one with 32% (2006:26%) and one with 13% (2006:10%). Both clients had database revenues in EMEA and Americas.

Attribution of revenues to specific countries, entities or based on the location of customers do not provide valuable insight in the operations of the Company as customers are generally viewed as global customers.

The Company operated within one line of business. Revenue was distributed between the various market segments as follows:

	2007				2006			
(In thousands of euros)	EMEA	Americas	APAC	Total	EMEA	Americas	APAC	Total
Personal navigation	137,411	32,513	1,049	170,973	112,249	13,779	1,073	127,101
Automotive navigation	31,405	11,955	2,485	45,845	38,311	11,115	2,244	51,670
Data products navigation	20,197	243	479	20,919	22,889	198	99	23,186
Enterprise and government	11,105	34,760	17	45,882	10,422	36,991	205	47,618
Other segments	13,406	9,157	1,849	24,412	7,537	6,234	961	14,732
	213,524	88,628	5,879	308,031	191,408	68,317	4,582	264,307
Intra-company Commissions	3,180	(9,563)	6,383	-	1,547	(2,164)	617	-
Net Revenue Total	216,704	79,065	12,262	308,031	192,955	66,153	5,199	264,307

6. ACQUISITIONS IN 2007

Taiwan

In the third quarter of 2007 Tele Atlas established a new subsidiary in Taiwan. The newly created company Tele Atlas Taiwan Co Ltd. subsequently acquired the mapping business of Systems and Technology Corporation (S&T). Tele Atlas Taiwan is focused on delivering a complete digital map of the territory. Tele Atlas owns 70% of the company.

Thailand

On October 31, 2007 the Company established a new Thai subsidiary. The newly created company Tele Atlas (Thailand) Co., Ltd subsequently acquired the mapping business from Mappoint Asia Thailand in an all cash transaction. Mappoint Asia Thailand subsequently acquired a 20% interest in Tele Atlas (Thailand) Co., which will operate as an independent entity focused on delivering a completely navigable digital map database of the country for automotive, portable, Internet, and wireless navigation systems and applications.

South Africa

On December 19, 2007 the Company completed the acquisition of a 76% controlling interest in Georigin (Pty) Ltd. in an all cash transaction. With headquarters in Pretoria, South Africa, Georigin is specialized in data collection of West, East & Southern Africa, covering a total population of over 500 million people. Georigin also has a 49% interest in MapIT, a Pretoria, South Africa based company that owns the rights to a map database of South Africa and Nigeria.

Considering the size of the acquisitions in Thailand and Taiwan the values are presented as combined fair values of the identifiable assets and liabilities of the acquired entities. Fair values are based on a provisional purchase price allocation by the Company. A definitive purchase price allocation will be performed in 2008.

(In thousands of euros)	South Africa previous carrying value	South Africa fair value recognized	Taiwan/ Thailand fair value recognized	Total fair value recognized
Cash	541	541	-	541
Other current assets	625	625	-	625
Investments at equity value	8,154	5,537	-	5,537
Non-current assets				
– Tangible fixed assets	254	254	82	336
– Other intangible assets	-	8,796	1,413	10,209
– Database	-	4,513	3,492	8,005
Total assets	9,574	20,266	4,987	25,253
Liabilities	(1,619)	(5,479)	(218)	(5,697)
Net assets	7,955	14,787	4,769	19,556
Minority share	-	(3,549)	-	(3,549)
Fair value acquired	-	11,238	4,769	16,007
Goodwill	-	3,859	1,087	4,946
	-	15,097	5,856	20,953
Consideration				
Paid in cash	-	12,826	4,967	17,793
Deferred consideration	-	2,000	-	2,000
Costs associated with the acquisition	-	271	889	1,160
	-	15,097	5,856	20,953

With respect to the acquisition in South Africa, a performance linked contingent consideration is payable. The maximum amount payable is €7 million of which an amount of €2 million has been included in the cost of the acquisition.

The revenue of the Company, including the impact of the acquisition in South Africa during the year as though the acquisition date had been the beginning of the period would be €312,331 and the net profit would be €25,169.

Disclosing previous carrying amounts, revenue and net profit/loss for the business combinations in Taiwan and Thailand as though the acquisition dates had been the beginning of the period is impracticable. This is related to the fact that these business combinations have been combined in a newly incorporated company and have not been accounted for as an independent entity prior to the business combination.

ACQUISITIONS IN 2006

NaviAtlas

In 2006 the Company acquired the remaining 75% of the share capital in Navigation Information Company Ltd. (NaviAtlas). NaviAtlas, which was previously accounted for as an investment at equity, is a China based company engaged in the selling of digital maps. NaviAtlas was established in 2005 as a joint venture with Shanghai Changxiang Computer Company Ltd.

The results of operations of NaviAtlas were consolidated from July 1, 2006 onward.
In 2007 no adjustments have been made to the original accounting treatment.

PT Tele Atlas Navindo

On July 10, 2006 the Company acquired 75% of the share capital in a newly created Indonesian subsidiary with PT Navindo Technologies. The newly created company PT Tele Atlas Navindo subsequently acquired the mapping business of PT Navindo in an all-cash transaction. PT Tele Atlas Navindo is the leading mapping company in Indonesia.
In 2007 no adjustments have been made to the original accounting treatment.

O.o.o. Tele Atlas Rus

On December 7, 2006 the Company acquired 100% of the share capital in O.o.o. Tele Atlas Rus, which had previously acquired the mapping business of JSC Navmaps in an all-cash transaction. JSC Navmaps is a Russia based company and is the leading mapping company in Russia. A deferred consideration is payable to this acquisition. No liability has been included for this as there is insufficient information to make a reliable estimate of the future consideration payable.

7. PERSONNEL EXPENSES

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Permanent employee expenses:		
- wages and salaries	86,323	79,855
- social security costs	17,458	15,927
- share based compensation	16,754	21,907
- pension costs	2,985	3,538
- other (including recruitment and training costs)	6,727	5,706
Total permanent employee expenses	130,247	126,933
Temporary employee expenses	7,257	4,151
Total personnel expenses	**137,504**	**131,084**

Pension costs consist of the cost of defined contribution plans of €3,027 (2006: €2,798) and of defined benefit plans of €-42 (2006: €740). The cost of defined benefit plans includes interest of €203 (2006: €162). The 2007 service costs were €702 (2006: €540) whereas actuarial gains amounted to €947 (2006: losses of €38).

At December 31, 2007 Tele Atlas had 1,889 full time employees worldwide (December 31, 2006: 1,628). The increase in the number of employees compared to the end of 2006 was mainly due to the acquisitions in Taiwan, Thailand, South Africa and growth of the operations.

REMUNERATION OF KEY MANAGEMENT PERSONNEL AND SUPERVISORY BOARD

Key Management Personnel consists of Management Board and executive officers. The remuneration charged to the income statement for Key Management Personnel including former members, was as follows:

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Short term employee benefits	1,709	1,598
Short term incentives and other payments	290	1,004
Post employment pension and medical benefits	91	86
Severance	252	83
Total	2,342	2,771
Share based compensation	7,930	7,559

Key Management Personnel has been granted options to purchase ordinary shares as follows:

Year	Options granted	Options forfeited	Options not yet exercised per December 31, 2007	Weighted average exercise price	Options not yet exercised per December 31, 2006	Exercisable before
2003	600,000	-	-	0.99	25,000	-
2004	2,550,000	-	1,720,000	5.54	2,000,000	July 1, 2014
2005	980,000	(192,187)	580,000	13.82	635,000	January 1, 2015
2006	910,000	(187,500)	660,000	16.64	910,000	April 1, 2016
2007	250,000	-	223,000	15.83	-	February 2, 2017
	5,290,000	(379,687)	3,183,000	10.07	3,570,000	

Options granted in 2003 have been exercised completely as at December 31, 2007. Options granted in 2004 till 2007 vest over a period of 16 quarters from the measurement date of the grant. Options granted to the members of the Management Board in 2006 (160.000 options) vest for 50% after two years from the measurement date of the grant, with the remainder vesting over eight quarters thereafter. During 2007 Key Management Personnel exercised 449,500 options at an average price of 7.96 euros per share, with a total consideration received by the Company of €3,575 in cash.

Further details on the remuneration of the Management Board are set out on pages 43 to 47 of this Annual Report.

The remuneration for Supervisory Board members in 2007 was €242 (2006: €85). Supervisory Board members have been granted options to purchase ordinary shares as follows:

Year	Options granted	Options forfeited	Options not yet exercised per December 31, 2007	Weighted average exercise price	Options not yet exercised per December 31, 2006	Exercisable before
2004	40,000	-	30,000	5.70	30,000	July 9, 2014
2005	105,000	(31,250)	65,000	13.48	105,000	September 5, 2015
2006	140,000	(56,250)	80,000	14.00	140,000	September 1, 2016
2007	20,000	-	20,000	16.94	-	June 1, 2017
	305,000	(87,500)	195,000	12.85	275,000	

Options vest over a period of 16 quarters from the measurement date of the grant. The total share based compensation in 2007 was €678 (2006: €806). During 2007 12,500 options were exercised.

8. SHARE BASED COMPENSATION

In 2000, the Company adopted its Stock Option Plan 2000 (the '2000 Plan') under which options to purchase a maximum of 1,587,500 ordinary shares of the Company's stock could be granted to employees of the Company, its present and future subsidiaries and affiliated companies, and to other individuals designated by the Management Board and approved by the Supervisory Board to receive such options for their contributions to the growth and success of the Company and its subsidiaries. Options granted under the Stock Option Plan 2000 were exercisable immediately on the date of the grant, at an exercise price equal to the fair market value of the underlying shares of the Company on the date of the grant. Options granted under the plan cannot be transferred, pledged or charged, and may be exercised only by the optionee, within a five year period as from the date of the grant or, upon the optionee's death and with the approval of the Management Board, by his successors within three months from the date of the optionee's demise.

In 2003, the Company adopted a new stock option plan for executive management (the '2003 Plan'). Under this plan, options were granted to four Management Board members to purchase ordinary shares of the Company's stock. The options granted under this plan vested over a period which started on September 1, 2003 and ended on September 30, 2005. Options under the plan cannot be transferred, pledged or charged, and may be exercised only by the optionee over a period ending five years from the date of grant or, upon the optionee's death and with approval of the Management Board, by his successors within three months from the date of his demise.

At the beginning of 2004, the Company formalized a stock option plan for officers, employees and certain consultants (the '2003 Employee Plan' or '2003 ESOP'). The plan provided for optionees to purchase a maximum of 5% of the ordinary shares of the Company's stock. The options granted under this plan vested over a period which started at the date of the grant and ended on September 30, 2005. Options under the plan cannot be transferred, pledged or charged, and may be exercised only by the optionee over a period ending five years from the date of the grant or, upon the optionee's death and with approval of the Management Board, by his successors within three months from the date of his demise.

During the Company's Annual General Shareholders' Meeting held on May 27, 2004, the Company's shareholders approved a new plan (the '2004 Plan') which provides for the granting to employees and consultants of the Company the right to purchase a maximum of 8,927,277 ordinary shares of the Company's stock less shares granted under the 2000 Plan, 2003 Plan and 2003 Employee Plan (net of forfeitures). The options granted under this plan vest over a period as determined in the option agreement with the optionee. Options under the plan cannot be transferred, pledged or charged, and may be exercised only by or on behalf of the optionee over a period not to exceed 10 years from the date of the grant.

During the Company's Annual General Shareholders' Meeting held on June 1, 2006, the Company's shareholders approved a new plan (the '2006 Plan'), the terms of which are similar to those of the 2004 Plan. The number of shares to which options can be granted under the 2006 Plan amounts to 2,450,000 plus the number of remaining shares on which options may be granted under the Company's previous stock option plans.

During the Company's Annual General Shareholders' Meeting held on May 31, 2007, the Company's shareholders approved a new plan (the '2007 Plan'), the terms of which are similar to those of the 2006 Plan. The number of shares to which options can be granted under the 2007 Plan amounts to 2,400,000 plus the number of remaining shares on which options may be granted under the Company's previous stock option plans. Upon the approval of the 2007 Plan, no further options shall be granted under prior Plans. The total number of shares available for grant under the 2007 Plan as per December 31, 2007 was 3,086,762.

Stock option activity during 2006 and 2007 was as follows:

	Balance Jan. 1, 2006	Granted	Exercised	Forfeited	Balance Dec. 31, 2006	Vested Dec. 31, 2006	Av. Remaining life (years)	Exercise price (€)
2000 Plan	114,159	-	(11,041)	(404)	102,714	102,714	1.71	4.08 – 5.50
2003 Plan	50,000	-	(25,000)	-	25,000	25,000	1.29	0.99
2003 ESOP	209,724	-	(41,014)	-	168,710	168,710	2.10	4.02
2004 Plan	6,342,279	560,000	(678,274)	(276,251)	5,947,754	2,609,580	8.06	5.54 – 23.78
2006 Plan	-	1,499,605	-	(35,000)	1,464,605	289,138	9.69	13.11 – 14.94
Total	6,716,162	2,059,605	(755,329)	(311,655)	7,708,783	3,195,142		
Weighted Av. Exercise Price (€)	9.03	15.22	6.11	7.80	10.96	8.89		

	Balance Jan. 1, 2007	Granted	Exercised	Forfeited	Balance Dec. 31, 2007	Vested Dec. 31, 2007	Av. Remaining life (years)	Exercise price (€)
2000 Plan	102,714	-	(70,488)	(1,583)	30,643	30,643	1.00	4.08 – 5.50
2003 Plan	25,000	-	(25,000)	-	-	-	-	-
2003 ESOP	168,710	-	(120,000)	-	48,710	48,710	1.08	4.02
2004 Plan	5,947,754	-	(1,484,877)	(182,002)	4,280,875	2,740,343	7.06	5.54 - 23.78
2006 Plan	1,464,605	419,500	(231,292)	(272,360)	1,380,453	286,550	8.78	13.11 - 15.83
2007 Plan	-	20,000	-	-	20,000	2,500	9.42	16.94
Total	7,708,783	439,500	(1,931,657)	(455,945)	5,760,681	3,108,746		
Weighted Av. Exercise Price (€)	10.96	15.88	9.93	12.57	11.56	9.74		

The weighted average fair value of the options granted during the year was €9.11. Options were exercised on a regular basis throughout the year. The average share price during the year was €19.76.

The expense recognized for share based compensation and recorded under personnel expenses with a corresponding entry in equity during the year ended December 31, 2007, including the expense in relation to stock options granted to certain consultants for services similar to employment services, is €16,754 (2006: €21,907). The fair value of share options granted is estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for options granted during the year ended December 31, 2007 and for options granted prior to December 31, 2006.

	Options granted in 2007	Options granted prior to December 31, 2006
Dividend yield (%)	0%	0%
Expected volatility (%)	50.9%-60.28%	62.5%-91.0%
Historical volatility (%)	N/A	78.7%-91.0%
Risk-free interest rate (%)	4.03%-4.42%	2.9%-4.3%
Expected life of option (years)	6.75	5-10

The exercise price of options is equal to the fair value of the shares on the date of the grant. Due to the lack of available historical data prior to December 31, 2005, the expected life of the options granted before this date was based on the theoretical assumption that option holders will exercise their options at the end of the exercise period. For options granted after December 31, 2005 the expected life is based on available historical data. This is not necessarily indicative of the actual exercise patterns that may occur. For options granted prior to December 31, 2005 the expected volatility reflects the historical volatility of the Tele Atlas N.V. shares. For options granted in 2006 and 2007, the volatility has been estimated using the historic volatility of a peer group because management believes this reflects the volatility of the Tele Atlas N.V. shares better. The expected volatility reflects the assumption that the volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of option grants were incorporated into the measurement of fair value.

9. OTHER OPERATING EXPENSES

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Housing, IT and communication cost	19,152	18,769
Marketing	18,129	18,514
Source material	7,380	6,147
Outsourcing cost	14,692	13,454
Merger transaction cost	6,500	-
Travel and other cost	32,565	28,812
Total	98,418	85,696

10. FINANCIAL INCOME AND EXPENSES

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Interest income	8,118	5,611
Total financial income	8,118	5,611
Interest expense	(62)	(430)
Other financial expenses	(266)	(449)
Currency translation gains/(losses)	(25)	(6)
Total financial expenses	(353)	(885)

11. INCOME TAX

Major components of income tax expense for the years ended December 31, 2007 and 2006 are:

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Current income tax	(7,838)	(4,086)
Adjustments in respect of current income tax of previous years	1,267	241
Deferred income tax relating to origination and reversal of temporary differences	(4,344)	(6,033)
Remeasurement of deferred tax rating to changes in enacted tax rates	2,317	(1,390)
Recognition of tax asset not previously recognized	154	-
Adjustments in respect of deferred income tax of previous year	103	12,669
Income tax benefit/(charge)	(8,341)	1,401

The tax benefit of €2,317 as a result of remeasurement of deferred tax rates relates to the reduced tax rate in Germany per January 1, 2008.

The adjustment in respect of deferred income tax of previous years in 2006 mainly resulted from the recognition of a €11,489 tax asset in The Netherlands, following the approval by the Dutch tax authorities of the reclassification for tax purposes of certain intercompany financing

A reconciliation between tax expense and the product of the accounting result multiplied by the statutory tax rate of The Netherlands for the years ended December 31, 2007 and 2006 is as follows:

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Accounting result before tax from continuing operations	32,706	(20,372)
Tax at Dutch statutory tax rate of 25.5% (2006: 29.6%)	(8,340)	6,030
Effect of tax rates in other jurisdictions	(1,213)	83
Adjustment in respect of current income tax of previous years	1,267	241
Adjustment in respect of deferred income tax of previous years	103	12,669
Losses for which no tax asset has been recognized	(5,769)	(10,752)
Reversal impairment	5,884	-
Non-deductible expenses	(2,567)	(5,708)
Other	(23)	228
Remeasurement of deferred tax asset at enacted tax rate	2,317	(1,390)
Total	(8,341)	1,401

Deferred tax assets mainly relate to future benefits from tax loss carry forwards in The Netherlands, to the extent that it is likely that these benefits will occur. The Netherlands tax losses are available for loss compensation for a 9 year period. Losses incurred before 2002 can be utilized until 2011.

Deferred tax liabilities mainly relate to temporary differences in relation to the valuation of databases and other intangible assets in Germany, Belgium, Russia, Indonesia and South Africa.

Movements in deferred tax assets are as follows:

(In thousands of euros)	2007	2006
Balance as at January 1,	15,170	15,076
Additions to/deductions from deferred tax assets through income statement	(7,008)	1,998
Additions to/deductions from deferred tax assets through equity	1,274	(2,191)
Additions through business combinations	-	287
Exchange differences	(13)	-
Balance as at December 31,	9,423	15,170

The addition to deferred tax assets through equity in 2007 relates mainly to the reversal of a valuation allowance.

Movements in deferred tax liabilities are as follows:

(In thousands of euros)	2007	2006
Balance as at January 1,	16,322	17,930
Additions to/deductions from deferred tax liabilities	(5,237)	(3,247)
Additions through business combinations	4,426	1,639
Balance as at December 31,	15,511	16,322

The decrease in deferred tax liabilities includes €2,317 as a result of the reduced tax rate in Germany per January 1, 2008.

The aggregate net amount of deferred tax relating to items charged or credited to equity as at December 31, 2007 was €7,637 (December 31, 2006: €6,363). This includes the estimated tax benefit, which is expected to be realized on tax-deductible expenses in relation to share-based compensation to the extent that the cumulative deductible expenses exceed the expense recognized in the income statement.

The Company's tax balances consist of:

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Deferred income tax asset	9,423	15,170
Current income tax liability	(3,532)	(6,654)
Deferred income tax liability	(15,511)	(16,322)
Total	(9,620)	(7,806)

As at December 31, 2007 Tele Atlas N.V. and its subsidiaries had remaining tax loss carry forwards amounting to €85,244 (2006: €98,403) net of temporary differences in the United States. The losses which arose in the period 2000 till 2007 are available for 20 years for offset against taxable profits, and utilisation of losses is subject to limitations imposed by IRS code 382. As a result of these limitations and considering the reversal of timing differences in the forseeable future, the Company did not recognize a deferred tax asset.

12. EARNINGS PER SHARE

Earnings per share are calculated by dividing the net result for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year. The weighted average number of ordinary shares outstanding during 2007 was 91,012,538 (2006: 89,782,682).

Diluted earnings per share are calculated by dividing the net result attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year, adjusted for the effects of dilutive options, unless the result of such calculation would be anti-dilutive. The diluted weighted number of ordinary shares outstanding during 2007 was 94,061,417.

Since in 2006 the net result of the Company was negative, the effect of adjusting the number of shares for the convertible preference shares and options would be anti-dilutive and consequently diluted earnings per share equals basic earnings per share.

13. CASH AND CASH EQUIVALENTS

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Cash at bank and on hand	89,128	109,967
Short term bank deposits	120,443	92,514
Total	209,571	202,481

14. ACCOUNTS RECEIVABLE

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Trade accounts receivable	70,807	52,465
Unbilled royalty revenue	26,772	19,712
Total	97,579	72,177

As at December 31, 2007 trade accounts receivable at nominal value of €2,067 (2006: €1,895) were impaired and fully provided for. Movements in the allowance for doubtful accounts were as follows:

(In thousands of euros)	2007	2006
Balance as at January 1,	1,895	940
Charged	1,410	1,773
Unused amounts reversed	(868)	(398)
Amounts written off	(370)	(420)
Balance as at December 31,	2,067	1,895

As at December 31, the analysis of trade receivables past due but not impaired is as follows:

(In thousands of euros)	Total	Neither past due nor impaired	< 30 days	30-60 days	60-90 days	90-180 days	> 180 days
2007	97,579	80,831	10,680	3,993	860	521	694
2006	72,177	64,249	4,346	2,437	762	175	208

15. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Other receivables consist of VAT recoverable, prepaid insurances, advances and other prepaid expenses.

16. INVESTMENTS

(In thousands of euros)	Investments at fair value	Investments at equity value
Balance as at January 1, 2007	4,138	-
Additions/Disposals	-	6,403
Dividends received	(15)	-
Currency effect	17	(16)
Fair value adjustment	(105)	-
Balance as at December 31, 2007	4,035	6,387
Balance as at January 1, 2006	2,554	
Dividends received	(10)	
Currency effect	(497)	
Fair value adjustment	2,091	
Balance as at December 31, 2006	4,138	

INFOTECH

The investment in Infotech Enterprises (India) is a 1.4% interest. The resulting shareholding is accounted for in the balance sheet at fair value resulting in gains and losses being included in the Income Statement. The fair value was determined by multiplying the number of shares (750,000) with the share price as per December 31, 2007 as listed on the NSE in Bombay (ISN: INE 136B01020). The change in fair value in 2007 was a loss of €88 (2006: profit €1,594).

MAPPOINT ASIA

The investment in Mappoint Asia Thailand is a 27.7% interest and is accounted for using the equity method of accounting. Under the equity method, the investment in the associate is carried in the balance sheet at cost plus post acquisition changes in the Company's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is not amortized.

MAPIT

The investment in MapIT South Africa is a 49% interest and is accounted for using the equity method of accounting.

Under the equity method, the investment in the associate is carried in the balance sheet at cost plus post acquisition changes in the Company's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is not amortized. The following table illustrates summarized financial information of the Company's investment in MapIT:

(In thousands of euros)	As at December 31, 2007
Share of the associate's balance sheet	
Current assets	1,503
Non-current assets	6,352
Current liabilities	(577)
Non-current liabilities	(1,741)
Net assets	5,537

As the investment in MapIT was obtained in December 2007, the share of the associates revenue and profit was not significant.

In 2006, the activities in China were restructured, leading to the termination of the relationship with the partner. Therefore the Company recorded an impairment loss on investment of €9,322 in 2006.

17. TANGIBLE FIXED ASSETS

(In thousands of euros)	Office and computer equipment	Other	Total
Net book value as at January 1, 2007	10,603	8,078	18,681
Acquisition of subsidiary	173	163	336
Additions	12,004	2,130	14,134
Disposals	(195)	(1,155)	(1,350)
Depreciation	(6,740)	(2,128)	(8,868)
Exchange differences	(362)	(226)	(588)
Net book value as at December 31, 2007	15,483	6,862	22,345
Cumulative cost as at December 31, 2007	39,418	11,166	50,584
Less: accumulated depreciation as			
at December 31, 2007	(23,935)	(4,304)	(28,239)
Net book value as at December 31, 2007	15,483	6,862	22,345
Net book value as at January 1, 2006	8,434	2,165	10,599
Acquisition of subsidiary	221	23	244
Additions	7,384	7,247	14,631
Discontinued operation and other disposals	(37)	(72)	(109)
Depreciation	(5,041)	(1,089)	(6,130)
Exchange differences	(358)	(196)	(554)
Net book value as at December 31, 2006	10,603	8,078	18,681
Cumulative cost as at December 31, 2006	37,718	11,463	49,181
Less: accumulated depreciation as			
at December 31, 2006	(27,115)	(3,385)	(30,500)
Net book value as at December 31, 2006	10,603	8,078	18,681

The carrying value of fixed assets held under finance leases at December 31, 2007 was €3,373 (2006: €1,768). Additions during the year include €2,218 (2006: €1,388) of fixed assets held under finance lease. Leased assets are pledged as security for the related finance lease and hire purchase liabilities.

18. INTANGIBLE FIXED ASSETS

(In thousands of euros)	Databases and Tools	Goodwill	Other	Total
Net book value as at January 1, 2007	216,502	20,471	10,057	247,030
Acquisition of subsidiary	8,005	4,946	10,209	23,160
Additions	14,920	-	-	14,920
Purchase of intangible fixed assets	2,296	-	(703)	1,593
Reversal of impairment	23,074	-	-	23,074
Amortization	(40,836)	-	(3,619)	(44,455)
Exchange differences	(7,691)	(1,591)	(693)	(9,975)
Net book value as at December 31, 2007	216,270	23,826	15,251	255,347
Cumulative cost as at December 31, 2007	522,410	54,631	28,589	605,630
Less: accumulated amortization as at December 31, 2007	(306,140)	(13,896)	(13,338)	(333,374)
Less: accumulated impairment losses as at December 31, 2007	-	(16,909)	-	(16,909)
Net book value as at December 31, 2007	216,270	23,826	15,251	255,347
Net book value as at January 1, 2006	246,855	22,445	14,721	284,021
Acquisition of subsidiary	6,505	(288)	-	6,217
Additions	11,016	10	581	11,607
Purchase of databases	1,801	-	-	1,801
Amortization	(40,057)	-	(3,990)	(44,047)
Exchange differences	(9,618)	(1,696)	(1,255)	(12,569)
Net book value as at December 31, 2006	216,502	20,471	10,057	247,030
Cumulative cost as at December 31, 2006	496,536	51,276	19,776	567,588
Less: accumulated amortization as at December 31, 2006	(249,921)	(13,896)	(9,719)	(273,536)
Less: accumulated impairment losses as at December 31, 2006	(30,113)	(16,909)	-	(47,022)
Net book value as at December 31, 2006	216,502	20,471	10,057	247,030

(In thousands of euros)	Year ended December 31, 2007	Year ended December 31, 2006
Additions to databases and tools can be broken down as follows:		
- source material acquired	1,395	1,573
- internally generated databases and tools	13,525	9,443
	14,920	11,016

IMPAIRMENT TESTING OF INTANGIBLE FIXED ASSETS AND REVIEW OF PREVIOUSLY RECOGNIZED IMPAIRMENT LOSS

Goodwill acquired through the acquisition of GDT in 2004 has been allocated to the North American region as a cash generating unit as defined under IAS 36. The carrying amount of goodwill as at December 31, 2007 was $19,351 (€13,159).

In 2003, the Company recognized an impairment loss on intangible assets and goodwill which had been allocated to the North American region. As a result of the 2007 impairment test, the Company reversed the impairment loss on intangible assets as at December 31, 2007 for an amount of $34,034 (€23,074).

The recoverable value of the region has been determined based on a value in use calculation. Cash flow projections covering a period of ten years and a terminal value were developed by the Company. Management believes that this planning horizon is justified taking into account the long term nature of investments in its business. Projected pre-tax cash flows were discounted using Weighted Average Cost of Capital of 25.83%, which was based on an industry average capital structure.

The key assumptions on which management has based its cash flow projections to undertake the impairment testing of goodwill and the review of previously recognized impairment loss are as follows:

- revenue growth has been based on historic performance and detailed revenue planning for 2008. For subsequent years, growth is based on expected market growth and the expected development of Tele Atlas North America's market share;
- growth of cost of revenue and sales related expenses has been estimated based on revenue growth;
- growth of other costs, including costs related to the database, has been estimated taking into account the expected cost savings resulting from the integration of GDT in the North American Tele Atlas organization, future plans in improving the database and expected cost of living increases.

19. ACCRUED EXPENSES AND OTHER LIABILITIES

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Accrued holiday allowances	12,183	14,015
Current portion of capital leases	1,374	148
VAT, wage and other taxes	3,479	7,946
Other accrued expenses	25,185	24,405
	42,221	46,514

20. PENSION ACCRUALS

Movements in pension liabilities were as follows:

(In thousands of euros)	2007	2006
Balance as at January 1,	5,314	4,625
Charged/released to Income Statement	(42)	740
Utilized	(122)	(51)
Balance as at December 31,	5,150	5,314

Pension liabilities relate to the defined benefit plan in Germany and the staff leaving indemnity plan in Italy. There are no plan assets in relation to these plans. In connection with the defined benefit plans in Germany a discount rate of 5.6% (2006:4.4%), an assumed rate of salary increase of 3.0% (2006:3.0%) and German mortality rates were used.

21. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities include the non-current portion in relation to finance leases, other long term debt and deferred considerations.

22. SHAREHOLDERS' EQUITY

As at December 31, 2007 92,306,432 ordinary shares had been issued and fully paid up. As at December 31, 2007 the Company held no ordinary shares as treasury stock.

Developments in ordinary shares during the year were as follows:

Number of ordinary shares issued and paid up as at January 1, 2007	90,374,775
Exercise of stock options (Note 8)	1,931,657
Balance as at December 31, 2007	92,306,432

Other reserves relate to foreign currency adjustments, net of recognition of deferred taxes and income tax related to items recognized in equity.

23. MINORITY INTERESTS

Movements in minority interests were as follows:

(In thousands of Euros)	
As at January 1, 2007	322
Acquisition of subsidiaries	5,129
Minority share in result of subsidiaries	(221)
Exchange result	(34)
Net book value as at December 31, 2007	5,196

The acquisition relates to the acquisitions in Thailand, South Africa and Taiwan as discussed in Note 6 to these Financial Statements.

24. FINANCIAL INSTRUMENTS

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company has various financial assets and liabilities such as trade accounts receivables, cash and cash equivalents, trade accounts payable and financial leases which arise directly from its operations. The Company is exposed to market risk, including changes in currency exchange rates and has used derivatives in connection with its risk management activities in the past but did not use any derivatives in 2006 and 2007. Throughout 2007 and 2006 the Company's policy has been not to trade in derivative financial instruments.

INTEREST RATE RISK

The Company is not significantly exposed to the risk of changes in market interest rates in relation to long-term debt obligations. Cash and cash equivalents are invested in short-term deposits or held on bank accounts with floating interest rates.

FOREIGN CURRENCY RISK

As a result of significant investment operations in the United States, the Company's balance sheet can be affected by movements in the exchange rates between the US dollar and the Euro. The Company has not engaged in any hedging activities of foreign currency risk as a result of its investments in foreign entities during the years ended December 31, 2007 and 2006.

The following table demonstrates the sensitivity to a reasonably possible change in the USD/EUR exchange rate, with all other variables held constant, of the Company's profit before tax and the Company's equity.

	Increase/decrease in USD rate	Effect on result before tax	Effect on equity
2007	5%	(160)	5,684
	-5%	160	(5,684)
2006	5%	(1,707)	5,739
	-5%	1,707	(5,739)

CREDIT RISK

The Company's maximum exposure to credit risk (not taking into account the value of any collateral or other security held) in the event of the counterparties' failure to perform their obligations as at December 31, 2007 in relation to each class of recognized financial assets, other than derivatives, is the carrying amount of those assets as indicated in the balance sheet. With respect to derivative financial instruments, as at December 31, 2007 the Company held no derivative financial instruments and therefore had no credit risk related to these instruments.

Concentrations of credit risk exist when changes in economical, industrial or geographical factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Company's total credit exposure. The Company's portfolio of financial instruments is generally diversified along industry, product and geographic lines, and transactions are entered into with creditworthy counterparties, thereby mitigating any significant concentration of credit risk. As at December 31, 2007 approximately 41% of the Company's accounts receivable were from a single counterparty and a total of 73% of the Company's accounts receivable were from the top ten counterparties, all of which the Company considers creditworthy. As at December 31, 2007 the fair value of financial assets and liabilities do not significantly differ from their carrying amounts.

LIQUIDITY RISK & CAPITAL MANAGEMENT

The Company owns a significant cash balance of €209.6 million and does not have any significant short or long term debt instruments except for financial lease commitments. Management believes the cash balance is sufficient to finance potential acquisitions and to cover working capital requirements of the Company. Cash balances are invested in short term deposits and bank accounts which are available on demand. The Company has a policy that each month at least 33% of its total cash balances become available. It is the Company's policy to spread cash and cash equivalents over more than one counterparty.

25. COMMITMENTS AND CONTINGENT LIABILITIES

CONTINGENT LIABILITIES

Tele Atlas N.V. and its subsidiaries are, from time to time, party to litigation arising in the normal course of business. As at December 31, 2007 and 2006 there were no significant cases, which had not been adequately provided for in the financial statements. In connection with the offer by TomTom N.V. for all of the outstanding shares of the Company, TomTom N.V. is entitled to a break fee of €20 million. Such fee would be payable in the event that the Tele Atlas Board recommends a competing proposal.

In connection with the offer by TomTom N.V. for all of the outstanding shares of the Company, the Company has retained financial advisors. These advisors will be paid a fee, contingent upon the closing of the transaction. The total amounting of fees payable would be approximately €21 million.

OPERATING LEASE COMMITMENTS

Tele Atlas leases facilities, cars and certain computer equipment under operating leases (the lessor effectively retains substantially all the risks and benefits of ownership of the leased items).

The minimum annual lease commitments based on contractually agreed lease terms were as follows:

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Within one year	10,417	12,647
After one year but no more than 5 years	21,504	23,040
More than 5 years	5,158	4,287
Total	37,079	39,974

Rental expenditure for the year ended December 31, 2007 amounted to €10,637 (2006: €15,055)

FINANCE LEASE COMMITMENTS

The Company has finance leases for cars and equipment. The net book value of the assets related to these leases is €3,373 Future minimum lease payments under finance leases together with the present value of the net minimum lease payments as at December 31, 2007 are as follows:

(In thousands of euros)	As at December 31, 2007	As at December 31, 2006
Within one year	1,374	159
After one year but no more than 5 years	1,818	1,062
Total minimum lease payments	3,192	1,221
Less amounts representing finance charges	(70)	(108)
Present value of minimum lease payments	3,122	1,113

SOURCE MATERIAL COMMITMENTS

As at December 31, 2007 Tele Atlas had commitments in relation to the acquisition of source material of €1,528 of which €1,265 arises in 2008.

26. RELATED PARTY TRANSACTIONS

The remuneration paid to the Management Board is disclosed in Note 7 to these Financial Statements. The Company does not grant loans to Management Board members except for expense advances in accordance with the Company's travel policy and tax equalization advances to equalize the tax situation of Management Board members who incur taxes outside their home country as a result of their membership in the Company's Management Board. The total amount of these advances as at December 31, 2007 was €273 (2006:€246).

One of our Management Board members, Mr. Fink, is a member of the Board of Directors of Infotech Enterprises Ltd, in which the Company holds a participating interest.

27. SHAREHOLDERS POSITIONS OF MANAGEMENT BOARD AND SUPERVISORY BOARD

Management Board	Shares	Vested Options
Alain De Taeye	28,369	659,375
George Fink	-	484,375

Supervisory Board	Shares	Vested Options
Wim Dik	300	3,125
Bandel Carano	-	-
Charles Cotton	-	27,500
Borden Hollingsworth Jr	-	2,500
Stephan Rojahn	-	7,500
George Schmitt	-	37,500
Joost Tjaden	8,563	20,000

Other information

INDEPENDENT AUDITORS' REPORT

To: The Supervisory Board and Shareholders of Tele Atlas N.V.

AUDITOR'S REPORT

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements for the year ended December 31, 2007 of Tele Atlas N.V., Amsterdam, which comprise the consolidated Balance Sheet as at December 31, 2007, the Income Statement, Statement of Changes in Shareholders' Equity and Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility

Management of the Company is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and IFRS. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of Tele Atlas N.V. as at December 31, 2007, and of its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with IFRS.

Eindhoven, February 27, 2008

for Ernst & Young Accountants

signed by P.J.A. Gabriëls

APPROPRIATION OF RESULTS

Pursuant to Article 17 of the articles of association, the Company may make distributions only to shareholders insofar as its shareholders equity exceeds the amount of its paid up capital, increased by reserves, which shall be kept by virtue of the law. The Management Board shall determine, subject to prior approval of the Supervisory Board, which part of the profits shall be reserved. After reservation, the remaining profit appearing from the profit and loss account adopted by the Annual General Shareholders Meeting shall be at the disposal of the Annual General Shareholders Meeting.

CHANGE OF CONTROL PROVISIONS

The employment agreement with Mr. De Taeye, the Chairman of our Management Board and CEO, provides, inter alia, that in the event of a change of control (including the event that a third party acquires a majority in the voting power in the Shareholders' Meeting), Mr. De Taeye has the right to terminate his employment agreement within 6 months after the consummation of the change of control, in which case he will be entitled to an amount equal to 1/6 of his annual compensation for each full year of service, with a maximum of three times the annual compensation.

On 31 May 2007 the shareholders' meeting approved the new Management Board remuneration policy as adopted by the Supervisory Board. Under this new remuneration policy, the Supervisory Board is authorized to enter into arrangements with the members of the Management Board for the purpose of retaining their services during the period up to and following a change in control. The Company entered into a change in control agreement with Mr. Fink and a stock option amendment agreement with Mr. de Taeye. The change in control agreement with Mr. Fink, inter alia, provides that in the event of a termination of his employment agreement following a change of control (including as a result of a public offer for all our shares) or prior to such change of control at the direction or request of a person with whom the Company has entered into an agreement the consummation of which would constitute a change of control, other than for cause, death or disability, or by Mr. Fink himself in the event of a dramatic adverse alteration in his duties and/or responsibilities and in limited other events, in connection with or in anticipation of a change of control, including the event that Mr. Fink is forced to relocate his principal place of business ("Good Reason"), Mr. Fink will be entitled to an amount equal to three times his annual base salary. Further, pursuant to the change in control agreement with Mr. Fink and the stock option amendment agreement with Mr. De Taeye, each of them will be entitled to an acceleration of his unvested stock options in the event of (i) a change of control, if such unvested stock options are not replaced by stock options with substantially the same terms and conditions of the successor entity, or (ii) a termination of the employment agreement following or in anticipation of a change of control by the Company other than for cause, death or disability or by

Mr. Fink or Mr. de Taeye, as the case may be, for an event that constitutes a Good Reason.

The Company also entered into change in control agreements with the other members of senior management and one other key employee under substantially the same conditions as Mr. Fink, except for the fact that the severance payments are limited to one time their annual base salary.

Except for the fact that the 2004 Option Plan and 2006 Option Plan provide that the vesting of the options granted under such plans may be accelerated in the event of a change of control, the Company is not party to important agreements that provide that such agreements become effective, are changed or may be terminated upon a change in control of Tele Atlas.

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