



*This is a joint announcement of TomTom N.V. ("TomTom") and Tele Atlas N.V. ("Tele Atlas") which is required pursuant to the provisions of section 9o paragraph 5 of the Dutch Securities Markets Supervision Decree 1995 (Besluit toezicht effectenverkeer 1995) in connection with the recommended public offer by TomTom for all outstanding shares in the share capital of Tele Atlas. This announcement and related materials do not constitute an offer to purchase nor a solicitation of an offer to sell shares. Any offer will be made only by means of the Offer Memorandum as defined below. Not for release, distribution or publication, in whole or in part to Australia, Canada, Italy or Japan.*

28 November 2007

## **EUROPEAN COMMISSION TO ANNOUNCE COMMENCEMENT OF A SECOND PHASE REVIEW**

### **TOMTOM EXTENDS THE ACCEPTANCE PERIOD FOR RECOMMENDED CASH OFFER FOR ALL THE SHARES OF TELE ATLAS N.V. UNTIL 31 MARCH 2008 AT 15.00 HOURS**

With reference to the press release of 18 November 2007, TomTom N.V. ("**TomTom**" or the "**Offeror**") and Tele Atlas N.V. ("**Tele Atlas**") hereby jointly announce that the European Commission has decided to initiate second phase review allowing the Commission to carry out an in-depth examination of the transaction and its market impact.

The standard duration of a second phase proceeding is 90 working days, which can be extended to 125 working days. However, the Commission is not required to take this full period to reach a decision and it cannot be said with certainty at this stage how long the second phase examination will last. In light of Commission procedures, the parties estimate they may have reasonable insight about the likely outcome of the second phase review towards the end of the first quarter of 2008.

As a consequence of the commencement of the second phase procedure, TomTom has extended the acceptance period for the recommended public cash offer of EUR 30 cash per share for all of the issued and outstanding ordinary shares with a nominal value of EUR 0.10 each (the "**Shares**"; holders of such Shares being referred to as "**Shareholders**") in the capital of Tele Atlas (the "**Offer**"). Pursuant to the Offer Memorandum, the Offeror may extend the Offer past the (initial or extended) Acceptance Closing Date one or more times in the event that one or more of the offer conditions as set out in section 6.2 of the Offer Memorandum (the "**Offer Conditions**") is not fulfilled or waived. Pursuant to section 6.2(b) of the Offer Memorandum, obtaining clearance from the European Commission is one of the Offer Conditions.

### **Acceptance Period**

The Acceptance Period under the Offer which began at 9:00 hours, Amsterdam time (3:00 hours, New York time), on 19 November 2007 will now end at 15:00 hours, Amsterdam time (9:00 hours, New York time), on 31 March 2008, unless further extended (the "**New Acceptance Closing Date**"). Acceptance under the Offer must be made in the manner specified in the Offer Memorandum.

Shares tendered on or prior to the New Acceptance Closing Date may not be withdrawn, subject to the right of withdrawal of any tender during any further extension of the Acceptance Period in accordance with the provisions of article 9o, paragraph 5 of the Securities Markets Supervision Decree 1995 (*Besluit toezicht effectenverkeer 1995*, "**Bte 1995**") and subject to the withdrawal right described herein under the heading "Shares already tendered".

### **Acceptance by Shareholders**

Shareholders who hold their Shares through an Admitted Institution are requested to make their acceptance known via their bank or stockbroker no later than 15:00 hours, Amsterdam time (9:00 hours, New York time) on 31 March 2008, unless the Acceptance Period is further extended.

### **Shares already tendered**

Each Shareholder has the right to withdraw the Shares he or she has tendered on or prior to this announcement in accordance with the provisions of Section 9o paragraph 5 of the Bte 1995. Any Shares tendered on or prior to this announcement and not withdrawn will remain subject to the Offer. Shares tendered during the extended acceptance period may not be withdrawn, subject to the right of each Shareholder to withdraw the Shares he or she has already tendered during any further extension of the Offer, in accordance with Section 9o paragraph 5 of the Bte 1995.

### **Further extension**

The Offeror may extend the Offer past the New Acceptance Closing Date one or more times as set out in the Offer Memorandum in the event that one or more of the Offer Conditions is not fulfilled or waived. If the Offer is further extended, a public announcement to that effect shall be made not later than 15:00 hours, Amsterdam time (9:00 hours, New York time) on the third Business Day following the New Acceptance Closing Date in accordance with the provisions of article 9o, paragraph 5 of the Bte 1995. During such extension of the Acceptance Period, any Shares previously tendered and not withdrawn will remain subject to the Offer.

### **Purchases outside the Offer**

To the extent permitted by applicable law, in accordance with normal Dutch practice and pursuant to exemptive relief granted by the Staff of the Division of Market Regulation of the SEC (the "**Staff**") from Rule 14e-5 of the US Securities Exchange Act of 1934 ("**Rule 14e-5**"), the Offeror or its nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Shares otherwise than under the Offer, such as in open market or privately negotiated purchases outside the United States during the period in which the Offer remains open for acceptance. In addition, in accordance with Dutch law and with exemptive relief granted by the Staff from Rule 14e-5, Goldman Sachs and ABN AMRO, serving as financial advisors to the Offeror, or their respective affiliates and

separately identifiable departments may make purchases of, or arrangements to purchase, Shares outside of the Offer or engage in trading activities involving Shares and various related derivative transactions in the normal and ordinary course of their business. In accordance with the requirements of Rule 14e-5 and exemptive relief granted by the SEC, any such transactions outside of the Offer must comply with Dutch law. Any information about purchases by the Offeror will be notified forthwith (*onverwijld*) to the Dutch Authority for the Financial Markets. In accordance with applicable Dutch law, only in certain instances will purchases, or arrangements to purchase, of Shares outside the Offer be publicly disclosed and such public disclosure will be available on the website of The Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) ([www.afm.nl](http://www.afm.nl)). Information regarding transactions in the Shares will also be publicly disclosed in the United States to the extent that such information is made public in The Netherlands.

### **Offer Memorandum and further information**

Shareholders are advised to review the Offer Memorandum in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the content of the Offer Memorandum and the Offer itself. The information in this announcement is not complete and additional information is contained in the Offer Memorandum.

Copies of the Offer Memorandum are available on the website of TomTom ([www.tomtom.com](http://www.tomtom.com)) or Tele Atlas ([www.teleatlas.com](http://www.teleatlas.com)). TomTom's and Tele Atlas' website do not constitute a part of, and are not incorporated by reference into the Offer Memorandum. Copies of the Offer Memorandum are furthermore available free of charge at the offices of TomTom and Tele Atlas and the exchange agent and the information agent at the addresses mentioned below.

Copies of Tele Atlas' articles of association and the financial information of Tele Atlas relating to the annual financial statements (*jaarrekening*) of Tele Atlas for the financial year 2006 ended on 31 December 2006, the financial year 2005 ended on 31 December 2005 and the financial year 2004 ended on 31 December 2004, which documents are incorporated by reference in, and form an integral part of, the Offer Memorandum, are available free of charge at the offices of Tele Atlas and the Exchange Agent and can be obtained by contacting them at the addresses stated below.

### **Addresses**

TomTom N.V.  
Rembrandtplein 35  
1017 CT Amsterdam  
The Netherlands

Tele Atlas N.V.  
Reitscheweg 7F  
5232 BX 's-Hertogenbosch  
The Netherlands

### **The Exchange Agent**

#### **ABN AMRO Bank N.V.**

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Kemelstede 2  
4817 ST Breda  
The Netherlands  
Tel: +31 76579 9455  
Fax: +31 76579 9643  
Email: [Servicedesk.beleggen@nl.abnamro.com](mailto:Servicedesk.beleggen@nl.abnamro.com)

P.O. Box 3200  
4800 DE Breda  
The Netherlands

**The information agent****D.F. King & Co., Inc.**

2 London Wall Buildings, 2<sup>nd</sup> Floor  
London Wall, London EC2M 5PP  
European Toll Free Help Line: 00 800 5464 5464

48 Wall Street, 22<sup>nd</sup> Floor  
New York, NY 10005  
North America Toll Free Help Line: 1 (800) 431 9642

**Restrictions**

The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholder, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither the Offeror, nor Tele Atlas, nor any of their advisers accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who would or otherwise intend to forward the Offer Memorandum or any related document to any jurisdiction outside The Netherlands should carefully read Section 1 (Restrictions and Important Information) of the Offer Memorandum before taking any action. The distribution of the Offer Memorandum in jurisdictions other than The Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction.

**For more information****TomTom N.V.**

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**North American Media****Joele Frank, Wilkinson Brimmer Katcher**

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**About TomTom**

TomTom N.V. is the world's largest navigation solution provider. TomTom's products are developed with an emphasis on innovation, quality, ease of use, safety and value. TomTom's products include all-in-one navigation devices which enable customers to navigate right out of the box; these are the award-winning TomTom GO range, the TomTom ONE XL, TomTom ONE and the TomTom RIDER. TomTom PLUS, is the location-based content and services offering for TomTom's navigation products easily available through TomTom HOME. TomTom also provides navigation software products which integrate with third party devices; the TomTom NAVIGATOR software for PDAs and smartphones. TomTom

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

### **About Tele Atlas**

Tele Atlas N.V. delivers the digital maps and dynamic content that power some of the world's most essential navigation and location-based services (LBS). The information is the foundation for a wide range of personal and in-car navigation systems and mobile and Internet map applications that help users find the people, places, products and services they need, wherever they are. The company also works with business partners who trust its digital map data to deliver critical applications for emergency, business, fleet and infrastructure services. Through a combination of its own products and partnerships, Tele Atlas offers digital map coverage of more than 200 countries and territories worldwide. The company was founded in 1984 and today has approximately 2,400 full-time staff and contract cartographers at offices in 24 countries. Tele Atlas uses a sophisticated network of professional drivers, mobile mapping vans and more than 50,000 data resources to deliver highly accurate and up-to-date digital maps. Tele Atlas is listed on the Frankfurt Stock Exchange (TA6) and on Euronext Amsterdam (TA). For more information, go to <http://www.teleatlas.com>

*This announcement does not constitute an offer to purchase any securities, nor a solicitation of any offer, proxy, consent or authorization to buy or subscribe for any securities of Tele Atlas or any other securities, nor shall it (or any part of it) form the basis of, or be relied upon in connection with, any contract therefore. In the event that an offer is made, details of the offer will be set out in an offer memorandum, which will contain the full terms and conditions of the offer including how the offer can be accepted, and which will be made available to all holders of securities of Tele Atlas free of charge.*

*This announcement is a press release and not a prospectus and holders of ordinary shares in Tele Atlas should not make any decisions except on the basis of the information contained in the offer memorandum to be published in due course.*

*Statements in this document regarding the proposed transaction between Tele Atlas and TomTom, the expected timing for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about Tele Atlas or TomTom managements' future expectations, beliefs, goals, plans, or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "will," "plans," "anticipates," "expects" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to consummate the transaction, the ability of TomTom to successfully integrate Tele Atlas' operations and employees; the ability to realize anticipated synergies and cost-savings; the receipt of regulatory clearances; and other factors described in TomTom's and Tele Atlas' most recent respective annual reports for the year ended 2006. TomTom and Tele Atlas each disclaim any intention or obligation to update any forward-looking statements as a result of developments after the date of this announcement.*