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TomTom N.V. ("**TomTom**")

Amsterdam, 14 July 2009

## **TOMTOM ANNOUNCES APPROXIMATELY 96% TAKE UP IN THE RIGHTS OFFERING**

- **Subscription period of TomTom Rights Offering ended 13 July 2009 at 15:00 hrs (CET).**
- **81,817,085 new ordinary shares subscribed for through the exercise of SETs, representing a take up of approximately 96% in the Rights Offering.**
- **Rump Offering of 3,447,296 new ordinary shares to take place today.**

TomTom today announces that, in connection with its 5 for 8 rights offering (the "**Rights Offering**") of an aggregate of 85,264,381 new ordinary shares with a nominal value of €0.20 each (the "**Offer Shares**") at an issue price of €4.21 per Offer Share (the "**Issue Price**"), it has received subscriptions for 81,817,085 Offer Shares through the valid exercise of transferable subscription entitlements ("**SETs**") by eligible persons of such SETs. This represents a take up of approximately 96% of the aggregate Offer Shares offered in the Rights Offering. The SETs exercise period ended today at 15:00 hours (CET).

### **Rump Offering**

Today, the 3,447,296 Offer Shares that have not been subscribed for through the exercise of SETs during the exercise period (the "**Rump Shares**") will be offered for sale by ABN AMRO Bank N.V. (to be renamed The Royal Bank of Scotland N.V. in due course), Deutsche Bank AG, London Branch, Goldman Sachs International, ING Bank N.V. and Rabo Securities (the "**Banks**") by way of private placements with institutional and professional investors in the Netherlands and certain other jurisdictions at a price at least equal to the Issue Price and any expenses related to procuring such subscribers (including any value added tax), in accordance with the terms and conditions set out in an underwriting agreement between TomTom and the Banks dated 15 June 2009 (the "**Underwriting Agreement**") and as set out in the prospectus for the Rights Offering and the related private placement dated 1 July 2009 (the "**Prospectus**") (the "**Rump Offering**").

The Banks shall, subject to the satisfaction of conditions contained in, and on the terms of, the Underwriting Agreement, procure subscribers for or themselves subscribe for any Offer Shares not sold in the Rump Offering.

Upon completion of the Rump Offering, if the aggregate proceeds for the Rump Shares offered and sold in the Rump Offering, after deduction of selling expenses related to procuring such subscribers (including any value added tax) exceed the aggregate Issue Price for such Rump Shares (such amount, the "**Excess Amount**"), this Excess Amount will be paid in the following manner:

Each holder of a SET that was not exercised at the end of the Exercise Period will be entitled to receive a part of the Excess Amount in cash proportional to the number of unexercised SETs reflected in such holder's securities account, but only if that amount exceeds €0.01 per unexercised SET.

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If we have announced that an Excess Amount is available for distribution to holders of unexercised SETs and you have not received payment thereof within a reasonable time following the closing of the Rump Offering, you should contact the financial intermediary through which you hold unexercised SETs.

We cannot guarantee that the Rump Offering will be successfully completed. Should the Rump Offering take place, neither we, the Banks, the Subscription Agent, the Listing Agent, nor any purchaser of Rump Shares will be responsible for any lack of Excess Amount arising from any placement of the Rump Shares in the Rump Offering.

The Excess Amount, if any, will be paid as soon as practicably possible after the closing of the Rump Offering and will be credited to those holders through the facilities of Euroclear Nederland, Euroclear and Clearstream Luxembourg. Payments will be made in Euro only, without interest and after the withholding of any applicable taxes.

Allotment of the Offer Shares is expected to take place today. Trading in the Offer Shares is expected to commence on Euronext Amsterdam by NYSE Euronext on Friday 17 July 2009. Delivery of and payment for the Offer Shares is expected to occur on Friday 17 July 2009.

#### **Further Information**

For more information on the Rights Offering and TomTom, please contact:

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TomTom's ordinary shares are listed at Euronext Amsterdam in the Netherlands  
ISIN: NL0000387058 / Symbol: TOM2

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#### **About TomTom**

TomTom is a leading provider of navigation solutions and digital maps. In the five years from the launch of its first personal navigation device ("PND") in early 2004, close to 30 million people around the world have purchased a TomTom PND, and over 45 million PNDs were powered by Tele Atlas digital maps. In addition to producing PNDs, TomTom develops navigation systems and services for car manufacturers, offers professional navigation solutions for commercial vehicle fleets, and produces and sells digital maps and dynamic content. TomTom believes that this range of products and services uniquely positions it to deliver navigational products and services to a wide variety of different customer groups.

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*The securities of TomTom have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"). Accordingly, the securities of TomTom may not be offered or sold in the United States absent registration or an applicable exemption from registration under the Securities Act. No public offering of the securities of TomTom is being made in the United States.*

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*an offer of securities of TomTom in any jurisdiction where action for that purpose is required, other than in The Netherlands.*

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*This announcement does not constitute a prospectus. Any offer to acquire securities pursuant to a proposed offering will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus. Copies of the Prospectus may be obtained at no cost through the website of Euronext Amsterdam N.V. (Dutch residents only) and the website of TomTom.*

*This communication is directed only at (i) persons outside the United Kingdom, subject to applicable laws, or (ii) within the United Kingdom, persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iii) within the United Kingdom, high net worth companies, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005. Any investment or investment activity to which this communication relates is available only to and will be engaged in only with such persons. Persons within the United Kingdom who receive this communication (other than persons falling within (ii) and (iii) above) should not rely on or act upon this communication.*

*This document contains certain forward-looking statements relating to the business, financial performance and results of TomTom and the industry in which it operates. These statements are based on TomTom's current plans, estimates and projections, as well as its expectations of external conditions and events. In particular the words "expect", "anticipate", "estimate", "may", "should", "believe" and similar expressions are intended to identify forward looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These include, but are not limited to: the level of consumer acceptance of existing and new and upgraded products and services; the growth of overall market demand for TomTom's products or for personal navigation products generally; TomTom's ability to sustain and effectively manage its recent rapid growth; and TomTom's relationship with third party suppliers, and its ability to accurately forecast the volume and timing of sales. Additional factors could cause future results to differ materially from those in the forward-looking.*

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