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TomTom N.V. ("TomTom")

Amsterdam, 1 July 2009

- **TomTom announces the launch of its 5 for 8 Rights Offering.**
- **As previously announced, the issue price in the Rights Offering is set at €4.21 per ordinary share, which represents a 36.5 % discount to TERP (Theoretical Ex Rights Price), based on the closing price of TomTom's ordinary shares at Euronext Amsterdam on 29 June 2009.**
- **Record Date for Rights Offering is set at 2 July 2009 at 17:40 hours CET.**
- **Exercise Period runs from 09:00 hours (CET) on 3 July 2009 until 15:00 hours (CET) on 13 July 2009.**
- **Rump Offering (if any) is expected to take place on 14 July 2009.**

### **Proposed Equity Offering**

In our press release of 14 June 2009, we announced our intention to raise €430 million in a fully committed/underwritten equity offering (the "**Equity Offering**"), consisting of a €359 million rights offering (the "**Rights Offering**") and a €71 million private placement (the "**Private Placement**"). We announced that the ordinary shares to be issued in the Private Placement would be issued at a price of €6.1234 per ordinary share. 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**") are acting as Joint Global Coordinators, Joint Bookrunners and Underwriters for the Rights Offering. We will use the aggregate net proceeds of the Equity Offering, representing aggregate gross proceeds of €430 million less expenses, commissions and applicable taxes related to the Equity Offering, to reduce our total indebtedness (of which net proceeds are currently estimated at an amount of €400 million).

The Equity Offering was approved by TomTom's general meeting of shareholders held on 30 June 2009.

In connection with the Equity Offering a prospectus is made generally available in The Netherlands that has been approved by the Authority for the Financial Markets (*Autoriteit Financiële Markten*), and which is dated 1 July 2009 (the "**Prospectus**").

### **Current trading update**

Our outlook for 2009 remains challenging in light of low consumer spending. Visibility of trading is limited at present. We note that we are satisfied with our performance in the second quarter of 2009. As is typical for the second quarter, both PND unit shipments and ASP levels have increased versus the first quarter of 2009, although not to the level of our internal expectations as a result of the weak economic environment and continued retailer destocking. Consistent with the first quarter, the gross margin continues to be strong and we have maintained our disciplined focus on cost control. As a result we remain comfortable that our current performance at the EBIT level is in line with market expectations.

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## Terms of the Rights Offering

### *Issue Price*

Further to its press releases of 14 June 2009 and 30 June 2009, TomTom announces today that it launches its 5 for 8 rights offering 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**") through the granting of transferable subscription entitlements ("**SETs**") to eligible holders of ordinary shares in TomTom's capital pro rata to their shareholdings. The Issue Price represents a discount of 36.5% to the Theoretical Ex Rights Price (or TERP), based on the closing price of TomTom's ordinary shares on Euronext Amsterdam by NYSE Euronext, a regulated market of Euronext Amsterdam N.V., ("**Euronext Amsterdam**") on 29 June 2009.

The Rights Offering is not a statutory pre-emptive rights offering. In connection with the Rights Offering, statutory pre-emptive rights (*wettelijke voorkeursrechten*) have been excluded.

### *Record Date and Exercise Period*

Each ordinary share held at 17:40 hours, Central European Time ("**CET**"), on 2 July 2009 (the "**Record Date**") will entitle its holder to one SET. Certain eligible persons as set out in the Prospectus holding SETs (each an "**Eligible Person**") will be entitled to subscribe for 5 Offer Shares for every 8 SETs.

Eligible Persons may subscribe for Offer Shares through the exercise of SETs from 09:00 hours (CET) on 3 July 2009 until 15:00 hours (CET) on 13 July 2009 (the "**Exercise Period**"). The last date and/or time before which notification of exercise instructions may be validly given may be earlier, depending on the financial institution through which the SETs are held. SETs can only be exercised in multiples of 8. No fractions of Offer Shares will be issued. Except as otherwise set out in the Prospectus, once an Eligible Person has exercised his SETs, he may not revoke or modify that exercise. Any SETs that have not been exercised by the end of the Exercise Period will expire and can no longer be exercised.

### *Listing of and trading in SETs*

Application has been made to admit the SETs to trading on Euronext Amsterdam. Trading in the SETs is expected to commence on Euronext Amsterdam on 3 July 2009 (under the symbol: TOM2S), and will continue until 13:00 hours (CET) on 13 July 2009.

### *Rump Offering*

After the Exercise Period has ended, any Offer Shares that were issuable upon the exercise of SETs but have not been subscribed for during the Exercise Period (the "**Rump Shares**") will be offered for sale by 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, if any) (the "**Rump Offering**"). The Rump Offering, if any, is expected to commence on 14 July 2009 and to end no later than 17:30 (CET) on 14 July 2009.

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:

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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.

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.

#### *Timetable*

Subject to acceleration or extension of the timetable for the Rights Offering and the Private Placement and barring unforeseen circumstances, the timetable below sets forth certain expected key dates for the Rights Offering and the Private Placement.

<b>Event</b>	<b>Time and Date</b>
Publication and distribution of prospectus	1 July 2009
Issue and admission of ordinary shares in the Private Placement	2 July 2009
Record Date	17:40 hours (CET) on 2 July 2009
Ex-SETs trading of ordinary shares, start of trading SETs and commencement of Exercise Period	09:00 hours (CET) on 3 July 2009
End of trading SETs	13:00 hours (CET) on 13 July 2009
End of Exercise Period	15:00 hours (CET) on 13 July 2009
Rump placement	Expected to commence on 14 July 2009 and ending no later than 17:30 hours (CET) on 14 July 2009
Admission to trading of Offer Shares on Euronext Amsterdam and settlement	17 July 2009

#### *Conditions to the Equity Offering*

The closing of the Equity Offering is conditional upon the fulfilment of a number of conditions precedent. See "Plan of Distribution – Conditions to the Offering", as set out in the Prospectus. If any of these conditions are not met or are not waived by the Banks or if certain circumstances occur prior to payment for and delivery of the Offer Shares, the Banks may terminate the Underwriting Agreement. In such event, the Rights Offering will be withdrawn, the obligations of the Banks to procure subscribers for or themselves subscribe and pay for any Offer Shares will lapse and both the exercised and unexercised SETs will be forfeited without compensation to their holders and the Offer Shares will not be offered or allocated. Any subscription payments received by us will be returned without interest. Any such forfeiture of SETs will be without prejudice to the

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validity of any settled trades in the SETs, but non-settled trades will be deemed null and void. There will be no refund in respect of any SETs purchased in the market. All dealings in SETs prior to the closing of the Rights Offering are at sole risk of the parties concerned. Euronext Amsterdam N.V., we, the Banks, the Subscription Agent and the Listing Agent do not accept any responsibility or liability to any person as result of the withdrawal of the Equity Offering or (the related) annulment of any transactions in SETs on Euronext Amsterdam.

#### *General*

TomTom is not taking any action to permit a public offering of the SETs or the Offer Shares in any jurisdiction outside The Netherlands. The SETs will be granted and the Offer Shares will be offered only in those jurisdictions in which, and only to those persons to whom, granting of the SETs and offers and sales of the Offer Shares (pursuant to the exercise of SETs or otherwise) may lawfully be made. The SETs and the Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the "**Securities Act**"), and may not be offered or sold within the United States.

#### **Further Information**

For more information on the Equity Offering and TomTom, reference is made to the Prospectus dated 1 July 2009, as approved by the Authority for the Financial Markets (*Autoriteit Financiële Markten*). Copies of the Prospectus may be obtained at no cost through the website of Euronext Amsterdam (Dutch residents only) and the website of TomTom ([investors.tomtom.com](http://investors.tomtom.com)), or by sending a request to TomTom (specifying your mail delivery address) as follows:

Contact Financial Community  
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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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*This document does not constitute an offer to sell, or the solicitation of an offer to acquire or subscribe for, securities of TomTom in the United States, Australia, Canada, Japan, their territories and possessions, or any other jurisdiction in which such offer or sale of securities would be unlawful.*

*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.*

*No communication or information relating to any offer or sale of securities of TomTom may be disseminated to the public in jurisdictions where prior registration or approval is required for that purpose. No action will be taken that would permit an offer of securities of TomTom in any jurisdiction where action for that purpose is required, other than in The Netherlands.*

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed, should inform themselves about, and observe such restrictions.*

*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 that is made generally available in The Netherlands in connection with such offering. 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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