



Pro forma combined financial information TomTom and Tele Atlas 2007 and Q1 2008

Amsterdam, 27 June 2008 - TomTom NV, the world's leading provider of navigation solutions and digital maps, provides the following unaudited pro forma combined statements of income to illustrate the impact of the acquisition of Tele Atlas by TomTom (the "Company") on the Company's results of operations for the twelve-month period ended 31 December 2007 and the three-month period ended 31 March 2008, as if the acquisition had occurred on 1 January 2007, the first day of TomTom's financial year 2007.

The quarterly information is based on published historical information of TomTom and Tele Atlas for the year ended 2007 and for the three months ended 31 March 2008, adjusted to illustrate the effects of the acquisition and certain related transactions, as if they had occurred on 1 January 2007.

The results have been adjusted for borrowing costs and include amortisation and depreciation resulting from fair value adjustments which are based upon the preliminary purchase price allocation. The final purchase price allocation could result in adjusted charges. Where a variance in accounting policies between TomTom and Tele Atlas was noted, adjustments were made to bring all policies in line with those of TomTom.

The unaudited pro forma combined statements of income do not reflect any synergistic benefits and one-off costs of realising such synergies, such as restructuring and integration costs, except for those already accounted for in the audited financial statements of TomTom or Tele Atlas for the year ended 31 December 2007 or in the unaudited 2008 first quarter results of TomTom or Tele Atlas.

The pro forma combined financial information should be read in conjunction with TomTom's and Tele Atlas' audited financial statements for the financial year ended 31 December 2007, including the notes thereto, that have been prepared in accordance with IFRS as adopted by the European Union. The annual report of TomTom was published on 21 February 2008. Reference is made to this report for more information on the acquisition of Tele Atlas.

The pro forma combined financial information in this press release is presented for illustrative purposes only; it represents a hypothetical situation and therefore does not represent any actual financial position or any actual results of operations.

The reporting structure in this announcement outlines the Group's financial reporting structure going forward.

Unaudited pro forma combined income statement for the year ended 31 December 2007

(in € thousands)	TomTom (Note 1)	Tele Atlas (Notes 1&2)	Pro forma adjustments for the purchase of Tele Atlas (Note 3)	Other pro forma adjustments (Note 4)	Pro forma combined TomTom/Tele Atlas
Revenue	1,737,133	308,031		(97,668)	1,947,496
Cost of sales	972,949	31,751	739	(97,668)	907,771
Gross result	764,184	276,280	(739)	0	1,039,725
Research and development expenses	44,214	98,909			143,123
Amortisation of technology and databases	15,980	17,761	27,553 ^a		61,294
Marketing expenses	137,325	29,166	430		166,921
Selling, general and administrative expenses ^b	107,568	88,660	(1,108)		195,120
Stock compensation expenses	31,285	16,755			48,040
Total operating expenses	336,372	251,251	26,875		614,498
Operating result	427,812	25,029	(27,614)		425,227
Interest result	19,121	8,056		(129,880)	(102,703)
Exchange rate result	(16,330)	(291)			(16,621)
Result of associates	758	(88)		(758)	(88)
Result before tax	431,361	32,706	(27,614)	(130,638)	305,815
Income tax	(114,119)	(8,341)	7,042	33,119	(82,299)
Net result	317,242	24,365	(20,572)	(97,519)	223,516
Minorities	0	221			221
Result attributable to the group	317,242	24,586	(20,572)	(97,519)	223,737
Average number of shares, basic (in 000s)	113,759				113,759
Average number of shares, diluted (in 000s)	119,236				119,236
Earnings per share, basic (in €)	2.79				1.96
Earnings per share, diluted (in €)	2.66				1.87
Operating result	427,812	25,029	(27,614)		425,227
Add back: depreciation and amortisation	23,478	30,249	27,614 ^a		81,341
EBITDA	451,290	55,278	0		506,568
EBITDA margin	26.0%	17.9%			26.0%
Net result	317,242	24,365	(20,572)	(97,519)	223,516
Depreciation and amortisation	23,478	30,249	27,614 ^a	0	81,341
Cash earnings	340,720	54,614	7,042	(97,519)	304,857
Cash earnings per share, basic (in €)	3.00				2.68
Cash earnings per share, diluted (in €)	2.86				2.56

^a In the 4th quarter of 2007 Tele Atlas reversed the impairment loss on intangible assets (€23.1 million). This reversal has been excluded from the pro forma combined figures.

^b In 2007, selling, general and administrative expenses of Tele Atlas includes an amount of €6.5 million of merger transaction costs.

Unaudited pro forma combined income statement for the three months ended 31 March 2008

(in € thousands)	TomTom (Note 1)	Tele Atlas (Notes 1&2)	Pro forma adjustments for the purchase of Tele Atlas (Note 3)	Other pro forma adjustments (Note 4)	Pro forma combined TomTom/Tele Atlas
Revenue	263,842	58,769		(15,737)	306,874
Cost of sales	167,809	5,193	356	(15,737)	157,621
Gross result	96,033	53,576	(356)	0	149,253
Research and development expenses	19,132	26,648			45,780
Amortisation of technology and databases	5,618	11,192	137		16,947
Marketing expenses	20,495	7,280	108		27,883
Selling, general and administrative expenses ^a	36,524	22,326	(785)		58,065
Stock compensation expenses	5,564	2,700			8,264
Total operating expenses	87,333	70,146	(540)		156,939
Operating result	8,700	(16,570)	184		(7,686)
Interest result	3,547	2,062		(30,332)	(24,723)
Exchange rate result	10,890	213			11,103
Result of associates	(4,617)	(553)		4,617	(553)
Result before tax	18,520	(14,848)	184	(25,715)	(21,859)
Income tax	(11,264)	307	(47)	7,784	(3,220)
Net result	7,256	(14,541)	137	(17,931)	(25,079)
Minorities	0	43			43
Result attributable to the group	7,256	(14,498)	137	(17,931)	(25,036)
Average number of shares, basic (in 000s)	121,799				121,799
Average number of shares, diluted (in 000s)	125,870				125,870
Earnings per share, basic (in €)	0.06				(0.21)
Earnings per share, diluted (in €)	0.06				(0.20)
Operating result	8,700	(16,570)	184		(7,686)
Add back: depreciation and amortisation	7,767	14,873	(184)		22,456
EBITDA	16,467	(1,697)	0		14,770
EBITDA margin	6.2%	-2.9%			4.8%
Net result	7,256	(14,541)	137	(17,931)	(25,079)
Depreciation and amortisation	7,767	14,873	(184)	0	22,456
Cash earnings	15,023	332	(47)	(17,931)	(2,623)
Cash earnings per share, basic (in €)	0.12				(0.02)
Cash earnings per share, diluted (in €)	0.12				(0.02)

^a In the 1st quarter, selling, general and administrative expenses of Tele Atlas includes an amount of €2.1 million of merger transaction costs. In the 2nd quarter of 2008, Tele Atlas will book a pre-acquisition merger transaction charge of €24 million. TomTom's merger transaction costs are booked in goodwill.

Unaudited Pro forma combined income statement last 5 quarters

(in € thousands)	Q1 '07	Q2' 07	Q3 '07	Q4 '07	2007	Q1 '08
Revenue	340,832	432,421	478,058	696,185	1,947,496	306,874
Cost of sales	166,193	196,992	202,898	341,688	907,771	157,621
Gross result	174,639	235,429	275,160	354,497	1,039,725	149,253
Research and development expenses	31,451	33,743	38,087	39,842	143,123	45,780
Amortisation of technology and databases	14,713	14,620	15,870	16,091	61,294	16,947
Marketing expenses	28,129	41,924	27,958	68,910	166,921	27,883
Selling, general and administrative expenses ^a	42,477	42,372	50,636	59,635	195,120	58,065
Stock compensation expenses	12,770	11,936	11,857	11,477	48,040	8,264
Total operating expenses	129,540	144,595	144,408	195,955	614,498	156,939
Operating result	45,099	90,834	130,752	158,542	425,227	(7,686)
Interest result	(26,484)	(25,970)	(24,356)	(25,893)	(102,703)	(24,723)
Exchange rate result	(1,275)	(4,892)	(5,806)	(4,648)	(16,621)	11,103
Result of associates	602	677	(1,864)	497	(88)	(553)
Result before tax	17,942	60,649	98,726	128,498	305,815	(21,859)
Income tax	(7,824)	(18,517)	(27,047)	(28,911)	(82,299)	(3,220)
Net result	10,118	42,132	71,679	99,587	223,516	(25,079)
Minorities	16	27	20	158	221	43
Result attributable to the group	10,134	42,159	71,699	99,745	223,737	(25,036)
Average number of shares, basic (in 000s)	112,922	113,018	113,422	115,649	113,759	121,799
Average number of shares, diluted (in 000s)	117,281	117,387	119,189	122,086	119,236	125,870
Earnings per share, basic (in €)	0.09	0.37	0.63	0.86	1.96	(0.21)
Earnings per share, diluted (in €)	0.09	0.36	0.60	0.82	1.87	(0.20)
Operating result	45,099	90,834	130,752	158,542	425,227	(7,686)
Add back: depreciation and amortisation	19,504	19,635	20,824	21,378	81,341	22,456
EBITDA	64,603	110,469	151,576	179,920	506,568	14,770
EBITDA margin	19.0%	25.5%	31.7%	25.8%	26.0%	4.8%
Net result	10,118	42,132	71,679	99,587	223,516	(25,079)
Depreciation and amortisation	19,504	19,635	20,824	21,378	81,341	22,456
Cash earnings	29,622	61,767	92,503	120,965	304,857	(2,623)
Cash earnings per share, basic (in €)	0.26	0.55	0.82	1.05	2.68	(0.02)
Cash earnings per share, diluted (in €)	0.25	0.53	0.78	0.99	2.56	(0.02)

^a In 2007 and the 1st quarter of 2008, selling, general and administrative expenses of Tele Atlas include amounts of €6.5 million and €2.1 million of merger transaction costs.

Notes to the pro forma combined financial information

Note 1 – Basis of accounting

The pro forma combined financial information for the year ended 31 December 2007 and for the 3 months ended 31 March 2008 is based on the historical financial information of TomTom and Tele Atlas and adjusted to give our best estimate of the effects of the acquisition and certain related transactions that impact the financial position and results, as if the acquisition had occurred on 1 January 2007. The unaudited pro forma combined financial information has been prepared in a manner consistent with the accounting policies as applied by TomTom.

The pro forma figures have not taken into account the effect of any synergies and one-off costs of realising such synergies that may result from integration activities.

The pro forma combined corporate income tax charge does not reflect the amount that would have resulted had the company and Tele Atlas filed consolidated income tax returns during the periods presented. The tax effect on the pro forma adjustments is calculated with a tax rate of 25.5% (Dutch statutory tax rate).

The unaudited pro forma combined financial information is prepared on the assumption that the accounting estimates by TomTom and Tele Atlas are the best unbiased estimates as of the relevant dates. No attempt is made to align TomTom and Tele Atlas' expectations and accounting estimates or to update accounting estimates. Accounting estimates may change due to information that has or will become available or due to the alignment of expectations between TomTom and Tele Atlas.

Note 2 – Adjustments to conform to TomTom's presentation format

Reclassifications have been made to the Tele Atlas historical financial information to conform to TomTom's presentation. These reclassifications do not impact the profit for the period or the shareholders' equity. The reclassifications comprise the following:

- Reclassifications to change presentation of the expenses by nature in the income statement to a functional presentation format to conform to TomTom's presentation.
- Amortisation relating to technology and databases has been included as a separate line item. Amortisation relating to customer relationships and to the Tele Atlas brand has been included in selling and marketing expenses.
- Depreciation has been included within the various functional line items to which it relates.

Note 3 – Pro forma adjustments for the purchase of Tele Atlas

Acquisition accounting

Based upon the preliminary purchase price allocation we have estimated the fair value of the intangibles. The fair value of the intangibles, the average amortisation period and the annual amortisation are summarised in the table below. The result of the preliminary purchase price allocation could be subject to subsequent amendment.

Intangible asset (amortisation period in years)	Est. fair value (in millions)
Tele Atlas database (20)	€ 840
Database tools (10)	€ 33
Customer relationships (24)	€ 75
Brand name (20)	€ 9
Amortisation currently recorded by Tele Atlas in 2007 ¹	€ 44
Additional amortisation for 2007	€ 5
Total Annual amortisation	€ 49

¹ The amortisation charge as recorded in the Tele Atlas financials is calculated by using a 10 year amortisation period for the database.

Goodwill represents the excess of the purchase price paid by TomTom over the fair value of the assets and liabilities of Tele Atlas at the date of acquisition. It reflects the Group's ability to realize anticipated revenue and cost synergies as well as the potential to generate future economic benefits from assets that are not capable of being individually identified and separately recognised. Goodwill has been capitalised and will be subject to an annual impairment test.

Adjustments to conform Tele Atlas's accounting policies to TomTom's accounting policies

The pro forma combined financial information has been prepared taking into account the differences in accounting policies as applied by TomTom in its 2007 audited financial statements and those applied by Tele Atlas. The following differences were noted:

- Amortisation period of the database – Tele Atlas amortises their database over a useful life of 10 years. TomTom has reassessed the useful life of the database and will amortise the database over a period of 20 years. This change in the amortisation period partly offsets the increase in the amortisation expense resulting from the fair value adjustment to the database.
- Doubtful debts – Tele Atlas records losses in the doubtful debt allowance account within operating expenses whilst TomTom recognises them in cost of sales.
- Sales commissions and fees – Tele Atlas includes sales commissions and fees in cost of sales. TomTom recognises these costs as part of selling, general and administrative expenses.

Note 4 – Other pro forma adjustments

Transactions between TomTom and Tele Atlas

Amounts charged between TomTom and Tele Atlas have been eliminated in full.

Interest expense

The pro forma financial information has been prepared assuming that the acquisition debt of €1,585 million had been incurred as of 1 January 2007. This results in an additional interest charge. An adjustment has been made to record the expected interest costs related to the debt arising upon acquisition, based on assumed interest rates of 6.0% in 2007 and 6.5% in Q1 2008. Interest rates going forward will fluctuate with the Euribor. In the adjustment we adjusted for the interest income that TomTom would not have received if Tele Atlas would have been acquired per 1 January 2007. The adjustment also includes the amortization of the costs associated with the arranging of the loan to finance the acquisition. These costs are netted against the loan proceeds and amortised over the period of the loan.

Result of associate

The pro forma financial information is prepared assuming that TomTom had acquired 100% of Tele Atlas at 1 January 2007. As a result of this assumption the result of the associate that was previously recorded for our 29.9% in Tele Atlas has been eliminated.

Average number of shares

The number of shares used for the calculation of the (cash) earnings per share is based upon the quarterly reported number of shares in the twelve-month period ended 31 December 2007 and the three-months period ended 31 March 2008.

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About TomTom

TomTom NV is the world's leading provider of navigation solutions and digital maps. TomTom NV has 4000 employees working in four business units – TomTom, Tele Atlas, Automotive and TomTom WORK.

TomTom's products are developed with an emphasis on innovation, quality, ease of use, safety and value. TomTom's products include all-in-one navigation devices which enable customers to navigate right out of the box; these are the award-winning TomTom GO family, the TomTom XL and TomTom ONE ranges and the TomTom RIDER. Additionally, independent research proves that TomTom products have a significant positive effect on driving and road safety.

Tele Atlas delivers the digital maps and dynamic content that power some of the world's most essential navigation and location-based services (LBS). Through a combination of its own products and partnerships, Tele Atlas offers digital map coverage of more than 200 countries and territories worldwide.

The Automotive business unit develops and sells navigation systems and services to car manufacturers and OEMs. TomTom WORK combines industry leading communication and smart navigation technology with leading edge tracking and tracing expertise.

TomTom NV was founded in 1991 in Amsterdam and has offices in Europe, North America, Middle East, Africa and Asia Pacific. TomTom is listed at Euronext Amsterdam in The Netherlands. For more information, go to www.tomtom.com.