

NAVTEQ Corporation

Charter of the Compensation Committee of the Board of Directors

Purpose

The primary purpose of the Compensation Committee is to discharge the Board's responsibilities relating to compensation of the Company's executives.

Organization

The Committee shall consist of two or more directors, each of whom shall meet (a) the applicable independence requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the related rules and regulations of the Securities and Exchange Commission (the "SEC"), (b) the applicable requirements for non-employee directors set forth in Rule 16b-3(b)(3)(i) of the rules and regulations promulgated under the Exchange Act and (c) the applicable requirements for "outside directors" set forth in Treasury Regulation 1.162-27(e)(3).

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall serve until their successors shall be duly elected and qualified. Committee members may be removed by the Board in its discretion. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of the Committee.

Meetings

The Committee shall meet as often as its members deem necessary to perform its responsibilities. The chairperson of the Committee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the agenda of items to be addressed at each meeting.

Authority and Responsibilities

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with management, may seek advice and assistance from Company employees or others, and may retain legal counsel, accountants and compensation consultants. The Committee has the sole authority to retain or terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or other executive officer compensation. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors retained by the Committee.

The Committee, to the extent it deems necessary or appropriate, shall:

- develop guidelines for and review the compensation and performance of executive officers of the Company, review and approve goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives, and set the Chief Executive Officer's compensation based on this evaluation. The determinations of the Committee with regard to the setting of performance goals and objectives relevant to the CEO's compensation and its evaluation of the CEO's performance in light of those goals and objectives shall be discussed with the non-management members of the Board in an executive session of the non management directors;

- consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years when determining the long-term component of the Chief Executive Officer's compensation;
- make recommendations to the Board with respect to incentive-compensation plans, equity-based plans and deferred compensation plans other than broad-based plans, and establish criteria for the granting of options and other stock-based awards to the Company's executive officers and other employees and review and approve the granting of options and other stock-based awards to the Company's executive officers;
- review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board;
- assist the Board to develop, monitor, evaluate and (if necessary) modify a succession plan for the CEO, on at least an annual basis, and review succession planning and management development for other senior executives; and
- produce an annual report on executive compensation required by the rules of the SEC to be included in the Company's annual proxy statement

The Committee shall make regular reports to the Board with respect to its activities. The Committee shall produce and provide to the Board of Directors an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board of Directors any improvements to the charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

The Committee also may perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deem appropriate.