

## **NAVTEQ Corporation**

### **Charter of the Nominating and Governance Committee of the Board of Directors**

#### **Purpose**

The primary purposes of the Nominating and Corporate Governance Committee are (1) to identify individuals qualified (consistent with criteria approved by the Board) to become Board members, (2) to select, or to recommend that the Board select, the director nominees for the next annual meeting of stockholders; (3) to develop and recommend to the Board a set of corporate governance principles applicable to the corporation; and (4) to oversee the evaluation of the Board.

#### **Organization**

The Committee shall consist of two or more directors as determined by the Board upon the recommendation of the Committee. The members of the Committee shall meet the applicable independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by the Board on the recommendation of the 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**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of independent legal advisors, experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors, experts or consultants retained by the Committee.

The following are the responsibilities of the Committee:

1. To review, on at least an annual basis, the size and composition of the Board and any committee thereof, and to make recommendations to the Board as to any changes regarding the size and composition of the Board or any committee of the Board that the Committee believes to be desirable, and, if the Committee determines it to be advisable, to recommend to the Board the creation of additional standing committees. The Committee also shall review, at least annually and more frequently as it deems necessary or appropriate, the composition of the Board and its committees to ensure compliance with all applicable legal and stock exchange requirements.

2. To identify individuals believed to be qualified to become Board members, and to select or recommend that the Board select the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy. Subject to the provisions of the Company's certificate of incorporation and bylaws, the Committee shall also make a recommendation to the Board that the vacancy be filled either through appointment of the director nominee by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so. If the Company is legally required by contract or otherwise to designate or permit a third party to designate one or more of the directors to be elected or appointed (for example, pursuant to an employment agreement or pursuant to rights contained in a Certificate of Designations with respect to a class of preferred stock), then any nomination or appointment of such director or directors shall be governed by such requirements, notwithstanding the provisions of this Charter. In the event that a director resigns or retires from, or terminates, his or her principal current employment, or experiences some other material change in his or her principal employment responsibilities, professional occupation or association, the Nominating and Governance Committee will consider such change of status in assessing and recommending to the Board whether the director should continue serving as a member of the Board or of any Board committee.

3. To nominate annually one director to serve as the Chairman of the Board and recommend that the Board elect such nominee as Chairman.

4. To identify Board members qualified to serve on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, (i) applicable law and stock exchange rules, (ii) the consistency of the candidate's experience with the goals of the committee and (iii) the interplay of the candidate's experience with the experience of other committee members.

5. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.

6. To establish procedures for the Committee to exercise oversight of the evaluation of the Board.

7. To report annually to, and to discuss with, the Board an assessment of the Board's performance.

8. To oversee and report annually to the Board its assessment of each Board committee's performance evaluation process.

9. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year and, if the Committee deems appropriate, to recommend any changes to the Board for approval.

10. To arrange for continuing education for all directors and orientation for new directors in their first year of service.

11. To exercise any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

The Committee shall make regular reports to the Board with respect to its activities. The Committee shall produce and provide to the Board 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 any improvements to the Committee's 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 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.