

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF TRIMBLE NAVIGATION LIMITED
ADOPTED AS OF JANUARY 31, 2011**

**(Supersedes the Charter of the Nominating and Corporate Governance Committee
of the Board of Directors Adopted 01.10.2003)**

I. PURPOSE OF THE COMMITTEE

The purposes of the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Trimble Navigation Limited (the "Company") shall be to develop and recommend to the Board a set of corporate governance principles applicable to the Company; and to oversee the implementation of these principles.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors, who qualify as independent directors ("Independent Directors") under the listing standards of the Nasdaq Stock Market ("NASDAQ") and shall satisfy any other necessary standards of independence under the US federal securities and tax laws.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of shareholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by majority vote of the Independent Directors then in office.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall meet as provided in its rules, which shall be at least two times annually or more frequently as circumstances require. The Board shall designate one member of the Committee as its Chairperson. The Chairperson of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist

of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee (or portions thereof) to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES OF THE COMMITTEE

A. *Corporate Governance*

The Committee shall have the following responsibilities with respect to corporate governance:

1. To develop and to review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of NASDAQ, and to recommend any desirable changes to the Board. At a minimum, the corporate governance principles of the Committee shall address the following: (i) Director responsibilities; (ii) Director access to management and, as necessary and appropriate, independent advisors; (iii) Director orientation and continuing education; (v) The Company's Business Ethics and Conduct Policy.

2. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

B. *Evaluation of the Board and Management*

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the evaluation of the management of the Company, including the Chief Executive Officer of the Company. The Committee shall establish procedures to allow it to exercise this oversight function.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.