

**TRIMBLE NAVIGATION LIMITED
CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSE:

The purpose of the Audit Committee established by this charter will be to make such examinations as are necessary to monitor the corporate financial reporting and the internal and external audits of the corporation, to provide to the Board of Directors the results of its examinations and recommendations derived therefrom, to outline to the Board improvements made, or to be made, in internal accounting controls, to nominate independent auditors, and to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require Board attention.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and other duties as the Board of Directors prescribes from time to time.

MEMBERSHIP:

The Audit Committee will consist of at least three members of the Board. The members of the Audit Committee will be appointed by and will serve at the discretion of the Board of Directors.

The members of the Audit Committee will be outside directors, financially literate, and considered independent. The Board of Directors may choose to appoint one non-independent member to the Audit Committee. The Board will disclose the reasons for the appointment of a non-independent member in the Company's annual proxy. The Audit Committee will have at least one member who is considered a financial expert, or will disclose the reasons a financial expert is not on the committee.

RESPONSIBILITIES:

The responsibilities of the Audit Committee shall include:

1. Nominating, hiring, and approving the compensation of the independent auditors.
2. Reviewing the plan for the audit and related services.
3. Approving non-audit related services.
4. Reviewing audit results and financial statements; all critical accounting policies and alternative treatments of financial information within GAAP including ramifications and methods preferred by the auditors.
5. Reviewing all material communication between the auditor and management, including management letters and schedules of unadjusted differences.

6. Reviewing and approving the Company's quarterly earnings press release to verify the absence of misleading information.
7. Reviewing the Company's 10Qs and 10K to ensure the information presented in the MD&A is consistent with the financial statements and related footnote disclosures.
8. Reviewing any outstanding Director or Officer loans and determine whether these loans qualify as acceptable transactions.
9. Overseeing the adequacy of the corporation's system of internal accounting controls, including obtaining from the independent auditor's management letters or summaries on such internal accounting controls.
10. Overseeing the effectiveness of the Compliance Department.
11. Reviewing with management their assessment of the effectiveness of internal controls.
12. Assessing the adequacy of the CEO and CFO certification process.
13. Engaging independent counsel, consultants, accountants, and other advisors as the audit committee deems necessary to comply with the responsibilities of this charter.
14. Reviewing annually the Company's insurance practices to ensure adequate coverage for identified risks.
15. Overseeing compliance with the Foreign Corrupt Practices Act.
16. Reviewing and responding to all complaints received from employees on accounting and auditing matters.
17. Overseeing compliance with SEC requirements for disclosure of auditor's services and Audit Committee members and activities.
18. Reviewing accounting and corporate governance developments with an objective perspective of their impact to the Company and the Committee.
19. Obtaining a formal written statement of independence from the independent auditors, as well as a statement that the auditors are in compliance with the rules of and are in good standing with the Public Company Accounting Oversight Board; and
20. Engaging in a dialog with the auditors with respect to any relationships that may impact the objectivity or independence of the auditors, as well as ensuring the rotation of the signing audit partner every five years.

In addition to the above responsibilities, the Audit Committee shall review and assess the adequacy of its charter on at least an annual basis, especially in light of the then currently applicable rules for continued listing on the Nasdaq national market and undertake any other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

MEETINGS:

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule, which it will provide in advance to the Board of Directors.

The Audit Committee will meet separately with the president and separately with the chief financial officer of the corporation at least annually to review the financial affairs of the corporation. The Audit Committee will meet with the independent auditors of the corporation, at such times as it deems appropriate, to review the independent auditor's examination and management report.

REPORTS:

The Audit Committee will record its summaries of recommendations in writing to the Board, which will be incorporated as a part of the minutes of the Board of Directors meeting.

MINUTES:

The Audit Committee will maintain written minutes of its meetings and the minutes will be filed in the corporate minute book.