

NAVTEQ CORPORATION

CORPORATE GOVERNANCE GUIDELINES

The following guidelines have been developed by the Nominating and Governance Committee and approved by the Board of Directors of NAVTEQ Corporation ("Company"). Together with the charters and key practices of the Board committees, these corporate governance guidelines provide a structure within which the Board of Directors and management can effectively pursue NAVTEQ's objectives for the benefit of its stockholders.

These guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Company's business is managed under the direction of the Board of Directors, with the Board delegating the conduct of business to the President and Chief Executive Officer ("CEO"), working with other executives, in a manner consistent with the Company's objectives and in accordance with any specific plans or instructions of the Board.

SECTION 1

Board of Directors' Responsibilities

NAVTEQ's Board of Directors represents the stockholders' interest in perpetuating a successful business and optimizing long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help assure that the Company is managed in a way designed to achieve this result. Consistent with the importance of the Board's responsibilities, each director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of any committee of which such director is a member.

A. Selection, Evaluation, and Retention of the CEO; Succession Planning

The Compensation Committee is responsible for setting the annual and long-term performance goals for the CEO, evaluating his or her performance against such goals, and setting his or her compensation based on this evaluation. The determinations of the Compensation Committee shall be reviewed with the non-management directors of the Board at an executive session of that group. The Board, assisted by the Compensation Committee, shall develop, monitor, evaluate and (if necessary) modify a succession plan for the CEO on at least an annual basis. The Compensation Committee also shall review succession planning and management development for other senior executives of the Company.

B. Executive Compensation

The Compensation Committee is responsible for administering executive compensation programs, policies and practices. The Compensation Committee may use the services of an outside consultant to assist it in evaluating executive compensation levels.

C. Understanding, Reviewing and Monitoring Implementation of Strategic Plans and Annual Operating Plans

The Board is responsible for reviewing the Company's strategic plans and monitoring the implementation of such plans. The Board also reviews the Company's annual operating and capital plans.

D. Selection and Oversight of Independent Auditors; Oversight of Public Financial Reporting

The Audit Committee of the Board has sole responsibility to appoint, compensate and replace the Company's independent accounting firm that audits the Company's financial statements and to pre-approve the engagement terms and the provision of any audit and non-audit services performed by such accounting firm for the Company. As more fully set forth in its charter, the Audit Committee will have direct responsibility for monitoring the performance of such accounting firm and guarding against any compromise of its independence, as well as overseeing the financial reports prepared by management, with the goal of assuring that they fairly present the Company's financial condition, results of operations, cash flows, discussion and analysis of operations, and related risks in a clear and understandable way.

E. Advising Management on Significant Issues

The Board is responsible for utilizing the broad range of experiences and perspectives of directors to advise and counsel management, both in meetings and in informal consultations, on significant issues facing the Company.

F. Review and Approval of Significant Company Actions and Certain Other Matters

The Board is responsible under state corporate law to review and approve significant actions by the Company, including election of officers, declaration of dividends and major transactions. In addition, the Board is responsible for approving certain actions by the Company as set forth in this policy and any other Company policies that may be adopted from time to time by the Board, or as otherwise required by any applicable national securities exchange on which the Company's securities are traded.

G. Nominating Directors and Committee Members and Overseeing Effective Corporate Governance

The Nominating and Governance Committee is responsible for (1) identifying individuals qualified (consistent with criteria approved by the Board) to become Board members, (2) selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders, (3) recommending to the Board candidates to fill vacancies that may occur on the Board between annual meetings, (4) developing and recommending to the Board a set of corporate governance principles applicable to the corporation; and (5) overseeing the evaluation of the Board, as more fully set forth in these guidelines and the charter of the Nominating and Governance Committee.

SECTION 2 **Board Structure and Operation**

A. Board Size

Consistent with the Company's certificate of incorporation, the size of the Board shall be within a range of three to 15. Within this range, the Board will annually evaluate and determine the appropriate size and composition of the Board, on the recommendation of the Nominating and Governance Committee.

B. Board Composition

1. *Criteria.* The Nominating and Governance Committee shall recommend candidates to the Board that will ensure that the Board consists of at least a majority of independent directors. In order for a director to be deemed "independent" for purposes of these Guidelines, he or she must meet the independence requirements set forth in (a) the Securities Exchange Act of 1934, as amended, and the rules adopted by the Securities and Exchange Commission thereunder, (b) the corporate governance and other listing standards of the New York Stock Exchange as in effect from time to time and (c) any other

criteria established by the Nominating and Governance Committee or the Board relating to independence that are not inconsistent with (a) or (b).

NAVTEQ seeks directors with the following general qualifications:

- High personal and professional ethics, integrity and values;
- An inquiring and independent mind;
- Practical wisdom, vision and mature judgment;
- Substantial training and experience at the policy making level in business, government, or education;
- Expertise that is useful to the Company and complementary to the background and experience of other Board members, so that an optimum balance of expertise among members on the Board can be achieved and maintained;
- Willingness and ability, in light of other business and personal commitments, to devote the required amount of time to diligently fulfill the duties and responsibilities of Board membership;
- Commitment to serve on the Board over a period of years to develop knowledge about the Company's operations;
- Involvement only in activities or interests that do not create a conflict which violates any applicable law or regulation or interferes with the proper performance of the duties and responsibilities of Board membership;
- A strong sense of partnership and the ability to work well with others; and
- Capacity and desire to represent the balanced best interests of the stockholders as a whole.

It is desirable that each member of the Board has recent experience as a member of the board of at least one other company, preferably a publicly-held reporting company.

2. *Term Limits.* Term limits could deprive the Board of Directors who, over time, have developed increasing insight into and experience regarding the Company and its operations, and therefore provide an increasing contribution to the Board as a whole; accordingly, there are no director term limits.

3. *Mandatory Retirement.* Directors who are also Company employees must resign at the earlier of age 65 or the time of such director's retirement or termination from employment with the Company. All other directors are eligible for re-election until reaching age 70. The Board may waive either of these limitations if it determines such waiver to be in the best interests of the Company.

4. *Other Board Memberships.* Directors must be willing and able, in light of other business and personal commitments, to devote the required amount of time to diligently fulfill their duties and responsibilities of Board membership. The number of other board memberships shall be a consideration along with any other time commitments a prospective or current director may have in determining his or her ability to serve effectively on the Company's Board. Without the approval of the Board on recommendation by the Nominating and Governance Committee, directors who also serve as a Chief Executive Officer of a public company may not serve on more than two boards of public companies in addition to the Company's Board, and other directors may not serve on more than five other boards of public companies in addition to the Company Board. A charter of a Board committee may further limit or restrict a director's eligibility for service. Directors shall inform the Chairman of the Board prior to joining any additional outside boards.

5. *Change in Employment Status.* Upon a director's resignation or retirement from, or termination of, his or her principal current employment, or other material change in a director's principal employment responsibilities, professional occupation or association, the director shall notify the Chairman of the Board of the director's change of employment status. 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.

6. *Management Board Members.* The Board shall include one or, under special circumstances as determined by the Board, two members of the Company's management team.

C. *Board Independence*

Although all directors are expected to act independently, the Board shall consist of a majority of independent directors, with independence determined as described in Section 2.B.1. above. This will not, however, prevent the Board from taking valid actions if, due to temporary vacancies on the Board, there is less than the intended proportion of independent directors on the Board.

Directors will disclose to the Board any business relationships with the Company or any other potential conflicts of interest as they become aware of them. In addition, the Company will disclose to the Board any business relationships of a director with the Company or any other potential conflicts of interest as the Company becomes aware of them. Directors may not enter into a transaction with the Company without first disclosing the transaction and obtaining advance approval by the Board. The director must recuse himself or herself from Board consideration and decision on any such transaction.

The Board will review the independence of all directors on an annual basis and affirmatively make a determination as to the independence of each director.

D. *Criteria and Procedure for Evaluating Board Performance*

The Nominating and Governance Committee oversees the process of evaluating the performance of Board committees and the Board as a whole. Each Board committee conducts an annual self-assessment of its performance. The Nominating and Governance Committee conducts an annual assessment of the effectiveness of the full Board and reports its findings and recommendations to the Board. This report shall specifically review areas in which the Board believes a better contribution could be made.

E. *Committee Structure*

There are three standing committees of the Board: Audit, Compensation, and Nominating and Governance. Each standing committee shall consist of at least two members, except for the Audit Committee which shall consist of at least three members. Additional standing committees may be created, on the recommendation of the Nominating and Governance Committee, by resolution of the Board in accordance with the Company's bylaws. The Board, on the recommendation of the Nominating and Governance Committee, annually reviews the appropriate size and composition of Board committees.

F. *Board Leadership*

The Chairman of the Board is elected by the full Board on an annual basis, based upon the recommendation of the Nominating and Governance Committee. The Chairman of the Board shall generally preside over each Board meeting. If the Chairman of the Board is not an independent director, one of the chairs of the standing Board committees who is an independent director (the "presiding independent director") shall preside over separate meetings of the directors who are not officers of the Company (referred to as non-management directors). If not otherwise specified by the non-management directors, the director presiding as chair at such meetings shall rotate among the chair of the Audit, Compensation and Nominating and Governance committees. The procedure for determining the presiding independent director shall be identified in the Company's annual proxy statement.

G. *Board Compensation*

In accordance with its charter, the Compensation Committee considers and recommends to the Board the appropriate structure and amount of director compensation. Directors that are employees of the Company or its affiliates receive no compensation for serving on the Board or its committees.

Independent directors will receive no additional compensation, in the form of consulting fees or other specific benefits, beyond that provided for service on the Board or committee. All directors receive reimbursement for reasonable out-of-pocket expenses incurred in attending Board and committee meetings.

Changes in Board compensation, if any, shall come at the suggestion of the Compensation Committee, but with full discussion and approval by the Board.

H. Charitable Contributions

Fiscal year charitable contributions by the Company to entities at which a Board member or an immediately family member of such director serves as an executive officer shall be limited to the greater of \$1,000,000 or 2% of the charitable organization's latest publicly available total annual revenues.

I. Board Relationship to Senior Management

The Board, each Board committee, and each director individually will have reasonable access to the Company's management. Board members are expected to inform the CEO when they have contacted management. Except as otherwise determined in particular circumstances by the Chairman of the Board, the CEO or the presiding independent director, the Board welcomes the regular attendance at each Board meeting of the Company's executive officers who are not members of the Board. At the invitation of the committee chair, senior management may attend and make presentations at Board committee meetings. The Board encourages the executive officers to bring non-executive managers to Board and committee meetings, from time to time, who (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) represent non-executive managers with future potential that the executive officers believe should be given exposure to the Board.

The CEO shall keep the Board generally apprised of developments between regular meetings of the Board that the CEO or senior management believes to be significant.

J. Board Operations

1. *Number of Meetings and Attendance.* The Board meets at regularly scheduled times during the year and at special meetings called as circumstances warrant. Directors are expected to maintain a good attendance record with respect to Board meetings and meetings of committees on which the directors sit.

2. *Selection of Agenda Items for Board Meetings.* The Chairman of the Board will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

3. *Board Materials Distributed and Reviewed in Advance.* Management shall be responsible for distributing information and data that are important to the directors' understanding of the business and matters to be considered and acted upon at the meetings. These materials should be distributed to the directors sufficiently in advance of each meeting to provide the directors a reasonable time to review and evaluate such information and data. It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items in advance. In such event, reasonable steps shall be taken to permit the directors to become informed as to such matters prior to any action being taken thereon.

4. *Separate "Executive Session" Meetings of non-management and independent directors.* The non-management directors shall meet at least three times annually without the presence of management directors or executive officers of the Company. Such meetings shall be held at such times as may be determined by the Chairman of the Board (if he or she is an independent director) or by any independent director then serving as a presiding independent director. If the non-management directors include any

directors who are not independent directors, the independent directors shall meet separately from other directors at least annually.

K. Committee Operations

1. *Number, Structure and Independence of Committees.* All standing Board committees shall have charters outlining their duties and responsibilities which have been approved by the Board. The standing Board committees shall review the charters on an annual basis and recommend to the Board any necessary revisions. In addition to the standing Board committees, the Board may, from time to time establish one or more additional committees in accordance with the Company's bylaws. If and when the Board establishes any such additional committee, the Board shall, by resolution or otherwise, clearly define in writing the responsibilities of the committee.

2. *Assignment of Committee Members.* The Nominating and Governance Committee identifies Board members qualified to serve on any committee of the Board and recommends to the Board the assignment of Board members to various committees and chairs. Committee assignments and committee chairs shall be determined by the Board.

3. *Committee Agenda, Background Materials and Reports.* The chair of each Board committee, in consultation with other committee members and the appropriate members of the Company's management and staff, will develop the committee's agenda. At each Board meeting, the chair of each committee (or his or her delegate) shall report the matters considered and acted upon by such committee since the preceding Board meeting, except to the extent covered in a previous written report to the full Board, and shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by such committee.

4. *Committee Attendance by the Chairman and the CEO.* The Chairman and the CEO may attend the meeting of any committee, even if they are not members of the committee, except when (a) the committee is meeting in executive session and (b) the non-management directors are meeting in executive session.

SECTION 3 Management's Responsibilities

Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's stockholders consistent with the Company's policies and standards, including these guidelines. Management also is responsible for enforcing and complying with mandatory provisions of the Company's policies and standards. Senior management is responsible for understanding the Company's income-producing activities and the material risks being incurred by the Company and also is responsible for avoiding conflicts of interest with the Company.

1. *Financial Reports and Disclosures.* Management is responsible for: (a) producing, under the oversight of the Board and the Audit Committee, financial statements that fairly present the Company's financial condition, results of operations, cash flows, discussion and analysis of operations, and related risks in a clear and understandable way; (b) making timely and complete disclosures to investors; and (c) keeping the Board and the appropriate committees of the Board well-informed on a timely basis as to all matters of significance to the Company.

2. *Strategic and Succession Planning.* The CEO and senior management are responsible for developing and presenting to the Board the Company's strategic plans and for implementing those plans as approved by the Board. The CEO and senior management also are responsible for succession planning and management development for senior executives of the Company other than the senior management position(s) for which the Board or its Committees have responsibility.

3. *Annual Operating Plans and Budgets.* The CEO and senior management are responsible for developing and presenting to the Board the Company's annual operating and capital plans and for implementing those plans after review by the Board.

4. *Ethical Conduct.* Senior management, and particularly the CEO, are responsible for setting an example of integrity, ethics and compliance on the part of all persons associated with the Company, with applicable legal requirements and with the Company's Code of Ethics and Business Conduct and other policies and standards.

5. *Internal Controls and Procedures.* Senior management is responsible for developing, implementing and monitoring an effective system of "internal controls and procedures" to provide reasonable assurance that the Company's transactions are properly authorized; the Company's assets are safeguarded against unauthorized or improper use; and the Company's transactions are properly recorded and reported. Such internal controls and procedures also shall be designed to permit preparation of financial reports for the Company in conformity with generally accepted accounting principles or any other requirements applicable to such reports.

6. *Disclosure Controls and Procedures.* Senior management is also responsible for establishing, maintaining and evaluating the Company's "Disclosure Controls and Procedures" as defined by SEC regulations.

SECTION 4 Resources

Except as otherwise provided in the applicable committee charters, the Board and each committee of the Board shall have the sole authority to retain appropriate advisors (including legal and accounting professionals) to the extent it deems necessary or appropriate.

Reliance. Each director is entitled to rely in good faith on (a) corporate records, corporate officers, corporate employees or board committees or (b) any other person selected with reasonable care as to matters reasonably believed to be within the person's professional or expert competence. The Board shall assess the qualifications of all such persons on whom it relies, shall inquire as to the processes used by such persons to reach their decisions, prepare their reports and make their recommendations and also shall inquire as to the substance of such matters, and shall hold such persons accountable for any follow-up reasonably needed to satisfy the Board.

Director Orientation and Continuing Education. The Nominating and Governance Committee shall arrange for continuing education for all directors and orientation for directors in their first year of service. The CEO, the Chief Financial Officer and the General Counsel are responsible for periodically providing materials or briefing sessions for all directors on subjects that would assist them in discharging their duties. Each director also shall cooperate in fulfilling all applicable continuing education guidelines established and periodically updated by the Nominating and Governance Committee.

Disclosure of this Policy. This policy, including the attached committee charters and Code of Ethics and Business Conduct, will be posted on the Company's website and also will be available in print to any stockholder requesting it. Such availability on the Company's website and in print will be noted in the Company's annual report to stockholders.

Code of Ethics and Business Conduct. The Company will maintain, and the Audit Committee will oversee compliance with, a code of ethics and business conduct.