

NAVTECH, INC.

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

1. ESTABLISHMENT AND PURPOSE

The Board of Directors (the “Board”) of Navtech, Inc. (the “Corporation”) has established a Corporate Governance & Nominating Committee (the “Committee”) to assist the Board in carrying out its responsibilities by reviewing corporate governance and nomination issues and making recommendations to the Board as appropriate. In particular the Committee is responsible for:

- Nomination of qualified Board members
- Development of the corporate governance policies, practices and processes
- Assessment of the effectiveness of the Board and its Committees in terms of size and composition
- Development of Board member qualification and experience requirements and assessment of the contribution of individual directors
- Assisting the Board in the review and determination as to each director’s status as an independent director
- Assisting the Board in the review and approval of Board Mandate and Committee Charters
- Assisting the Board in the development of the position descriptions for the Chair of the Board, Committee Chairs, directors in general and the CEO

2. MEMBERS

The Board annually shall appoint not less than three (3) nor more than five (5) qualified directors as members of the Committee, at least a majority of which shall be independent directors of the Board (as defined in the listing standards of the NASD). No director who is also an officer or employee of the Corporation (or any related entity) shall be considered to be an independent director. In general, each independent director who is a member of the Committee shall be free of any relationship that could, or could reasonably be perceived to, in the opinion of the Board, interfere with the exercise of independent judgment as a member of the Committee.

3. SPECIFIC RESPONSIBILITIES

The Committee shall have the responsibilities set out below, as well as such other responsibilities that are not specified below but are, in the opinion of the Board, consistent with the general purpose of the Committee set out in paragraph one above and specifically delegated to the Committee by the Board:

(a) **Board Stewardship Role**

Make recommendations to the Board, on an ongoing basis, concerning corporate governance in general and regarding the Board’s stewardship role in the management

of the Corporation; including the roles and responsibilities of directors and the recommendation of appropriate policies and procedures to ensure the directors carry out their duties with due diligence and in compliance with all legal requirements. In particular, the Committee will monitor and ensure compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.

(b) Board Composition

Consider and recommend nominees for election to the Board and ensure that an effective Board succession plan is in place. In that regard:

- i) Consider the appropriate size and composition of the Board, selection criteria for proposed new directors, Board requirements with respect to competencies and skills and the performance and contributions of Board members
- ii) Ensure that a majority of the directors is independent according to applicable rules and regulations
- iii) Consider whether or not the existing Board members or each new nominee can devote sufficient time and resources to his/her duties as a Board member
- iv) Identify, interview and recommend candidates to the Board for approval
- v) If necessary, retain and direct any search firm to be used to identify director candidates (including approval of associated fees and other terms)
- vi) Ensure that adequate orientation regarding the operation of the Corporation and its Board is provided to new and current members

(c) Committee Structure and Membership

Review the mandates of the Board's Committees and any recommendations received from the Committees, and recommend appropriate changes. Recommend the appointment of directors of the Corporation to those Committees. Assess and provide recommendations on an annual basis to the Board on the effectiveness of the Committees of the Board. Consider on a regular basis whether and to what extent the contribution of each of the Corporation's directors on the Board's Committees should be assessed and perform the assessment of the contribution of individual directors.

(d) Board Independence

Formulate and administer all procedures required to ensure that the Board functions independently of management. Assist the Board in the review and determination as to each director's status as an independent director.

(e) Position Descriptions

Assist the Board in development and maintenance of clear position descriptions for the Chair of the Board, the Chair of each Board Committee, and members of the Board in general. In addition, together with the CEO, develop and maintain a clear position

description for the CEO, which includes delineating management's responsibilities and authorities.

4. CHAIRPERSON

The Board will appoint a member, who is an independent director, as Chairperson of the Committee on an annual basis. In the Chairperson's absence, or if the position is vacant, the Committee may select another member, who is an independent director, as Chairperson. The Chairperson will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

5. MEETINGS

The Committee will determine the date, time and place of its meetings. A majority of members of the Committee who are independent directors constitute a quorum for the transaction of business. Each meeting of the Committee shall be followed by an in camera meeting of independent Committee Members.

The Committee members shall attend all Committee meetings unless there is a compelling reason for non-attendance. The Board expects that each Committee member will prepare for each meeting of the Committee by reviewing materials provided in advance of the meeting.

The Committee may meet on not less than 48 hours written or verbal notice from the Chairperson to all members and any invitees, or without notice if all persons entitled to notice have waived or are deemed to have waived such notice. If the Chairperson is absent, or if the position is vacant, any member may call a meeting.

The Committee may establish those procedures for the conduct of its business as it deems appropriate, such procedures to be in keeping with those adopted by the Board. All decisions will be by majority vote and will require approval by at least a majority of the members of the Committee who are independent directors.

6. EXPERTS AND ADVISORS

The Committee may retain or appoint, at the Corporation's expense, such experts and advisors as it deems necessary to carry out its duties and shall determine the compensation to be paid to any experts or advisors employed by the Committee.

7. REMOVAL & VACANCY

Any member may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among qualifying members of the Board. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

8. SECRETARY & MINUTES

The Corporate Secretary will act as Secretary of the Committee. The minutes of the Committee will be in writing and duly entered in the books of the Corporation. The minutes of the Committee will be circulated to all other members of the Board, redacted as may be determined necessary by the Chairperson to excise any sensitive personnel information not otherwise material to the Board.

9. REPORTING TO THE BOARD

The Committee shall report to the Board on its deliberations after each Committee meeting.

10. COMMITTEE CHARTER

The Committee shall review and reassess the relevance and adequacy of its Charter on at least an annual basis and shall recommend any proposed changes to the Board for approval. The Committee shall also perform a self-assessment on an annual basis to determine whether it is functioning effectively and shall report the results to the Board.

The Committee, in carrying out its responsibilities, believes its practices and procedures should remain flexible, in order to best react to changing conditions and circumstances.