

# NAVTECH, INC.

## HUMAN RESOURCES & COMPENSATION COMMITTEE CHARTER

### 1. ESTABLISHMENT AND PURPOSE

The Board of Directors (the “Board”) of Navtech, Inc. (the “Corporation”) has established a Human Resources & Compensation Committee (the “Committee”) to assist the Board in carrying out its responsibilities by reviewing compensation and human resources issues in support of the achievement of the Corporation’s business strategy and making recommendations to the Board as appropriate. In particular the Committee is responsible for:

- Supervising the succession planning processes at the Company, including the selection, appointment, development, evaluation and compensation of the CEO and the senior management team
- Monitoring the CEO’s and other executives’ performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value
- Monitoring the Company’s overall approach to human resources and compensation philosophy
- Reviewing and recommending to the Board matters related to compensation and other human resources issues in the Strategic Plan and the annual Budget
- Performing a biennial review of director compensation to ensure development of a compensation strategy that properly aligns the interests of directors with the long-term interests of the Company and shareholders.

### 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) **CEO & Senior Management**

- i) Establish, review and monitor, on a regular basis, the succession plans (including emergency succession plans) for the CEO, senior management and all key management personnel
- ii) Assist the Board in the selection, appointment, development and evaluation of the CEO and the senior management team
- iii) Monitor the CEO's and other executives' performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value
- iv) As part of the annual review of the CEO and senior management performance, satisfy itself as to the integrity of the executive officers and the contribution of the executive officers in creating a culture of integrity throughout the organization, and report those determinations to the Board
- v) Review and recommend the CEO's compensation, including salary, incentives, benefits and other perquisites
- vi) Based on the recommendation of the CEO, approve the appointment of, and annual compensation plans for, each member of senior management, including salary, incentives, benefits, and other perquisites
- vii) Review management's recommendations respecting recruitment, termination and promotion of senior officers and their severance packages upon termination
- viii) Report on executive compensation as required in public disclosure documents

(b) **Board Compensation**

Perform a biennial review of director compensation to ensure development of a compensation strategy that properly aligns the interests of directors with the long-term interests of the Company and shareholders and in light of time commitment, fees paid by comparable companies and responsibilities.

(c) **Human Resources Strategies and Policies**

- i) Monitor the Company's overall approach to human resources and compensation philosophy
- ii) Review, approve and monitor, on at least an annual basis, the Corporation's compensation and benefits programs
- iii) Review and approve the Corporation's annual compensation guidelines
- iv) Ensure that the Corporation's Human Resources policies are in compliance with applicable laws and regulations
- v) Review and monitor the overall employment environment of the Corporation
- vi) Review and recommend to the Board matters related to compensation and other human resources issues in the Strategic Plan and the annual Budget

**(d) Incentive Plans**

- i) Establish, review and monitor the terms and conditions of the Corporation's short and long term incentive plans such as Bonus and Stock Option Plans and any related agreements and amendments thereto
- ii) Review and approve awards under the Plans
- iii) Consult with management on a regular basis to ensure that the Plans are meeting their intended objectives and are in compliance with applicable laws and regulations

**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.