



## CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted and effective as of April 29, 2016)

### Purpose

The Governance and Nominating Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Telenav, Inc. (the "Company"). The purpose of the Committee is to review and make recommendations to the Board on matters concerning:

- corporate governance;
- Board composition;
- identification, evaluation and nomination of director candidates;
- the Code of Business Conduct and Ethics and requests for waivers thereof;
- Board committee structure and composition; and
- stockholder Board nominations and proposals.

In furtherance of these purposes, the Committee will undertake those duties and responsibilities listed below and such other duties as the Board may request.

### Membership

**Composition.** The Committee members will be appointed by, and will serve at the discretion of, the Board. The Committee will consist of at least two members of the Board, one of whom will be appointed as chair. Each member will be an independent director in accordance with the rules of the stock exchange on which the Company's shares are admitted to trading (the "Exchange Rules") and any other applicable rules.

**Meetings.** The Committee will establish its own meeting schedule and will meet at least once per year and at other times as it deems appropriate to fulfill its responsibilities. The Committee may meet with any officer, employee or other person in executive session as it deems advisable. The Committee may invite to its meetings other directors, members of management, advisors and such other persons as the Committee determines is appropriate. The Committee will maintain written minutes of its meetings, which will be filed with the Board meeting minutes. The Committee may act by unanimous written consent (which may include electronic consent) and copies of any actions taken by written consent of the Committee will be filed in the minute book. The Committee will regularly report to the Board on the actions and recommendations of the Committee.

### Responsibilities and Duties

The following responsibilities and duties of the Committee are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as it deems appropriate under the circumstances to the extent permitted by applicable law or the Exchange Rules:

- corporate governance generally
- develop the Corporate Governance Guidelines and recommend adoption to the Board;
- periodically review and assess the effectiveness of the Corporate Governance Guidelines and recommend proposed changes to the Board;
- develop and periodically review succession plan for the chief executive officer, for approval by the Board, and other executives and periodically report its findings and recommendations to the Board;
- periodically review and recommend to the Board proposed changes to the Company's certificate of incorporation and bylaws;
- review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals;

- oversee compliance by the Board and its committees with applicable laws, rules and regulations, other than those that are financial or accounting related, which will be the responsibility of the Audit Committee;
- provide oversight of management's responsibility for providing the Board and its committees with periodic educational updates relevant to the Board or its committees, as the case may be;
- periodically review and assess the adequacy of this Charter and recommend any changes for approval by the full Board; and
- periodically assess its own performance.

#### *Board Composition and Evaluation*

- oversee the Board evaluation process, including facilitating self-evaluations and conducting periodic evaluations of the performance of the Board as a whole, each Board committee (including the Committee) and each director;
- periodically review the composition and size of the Board and make recommendations to the Board on the appropriateness of any changes;
- periodically determine, and recommend to the Board, desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity; and with respect to diversity, the Committee may consider such factors as differences in professional background, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board;
- evaluate the qualifications and performance of directors eligible for re-election in consistent with criteria determined by the Board; and
- review and make recommendations to the Board on the appropriateness of removal of a director or continued director service.

#### *Nomination Activities*

- establish procedures for the submission by stockholders of candidates for election to the Board and the Committee's review of candidates;
- review proxy statement disclosure regarding the policies and procedures for the submission by stockholders of candidates for election to the Board and the Committee's review of candidates;
- recommend the director nominees for election to the Board by the stockholders at the annual meeting of stockholders; and
- identify, consider and recommend candidates to fill new positions or vacancies on the Board, including candidates properly submitted by stockholders, consistent with criteria determined by the Board.

#### *Board Committees*

- periodically review the composition of each Board committee and make recommendations to the Board for changes or rotation of directors, the creation of additional Board committees, any changes in committee charters, taking into account input of the Board committees, as applicable, or the dissolution of Board committees.

#### *Board Relationship to Senior Management*

- periodically assess director access to management and management access to directors.

#### *Ethical Standards and Conflicts of Interest*

- until such time as the Board's Qualified Legal Compliance Committee ("QLCC") becomes a committee independent from the Audit Committee, establish procedures for receiving, retaining and treating complaints received by the Company regarding potential violations of the Code of Business Conduct and Ethics, other than complaints regarding the Whistleblower Policy or accounting, internal accounting controls or auditing matters, and periodically review the Whistleblower Policy and Code of Business Conduct and Ethics and recommend any proposed changes to the Board;
- until such time as the Board's QLCC becomes a committee independent from the Audit Committee, review any proposed waivers to the Company's Code of Business Conduct and Ethics for its principal executive and senior financial officers and make recommendations to the Board regarding the requested waivers; and
- until such time as the Board's QLCC becomes a committee independent from the Audit Committee, review actual and potential conflicts of interest of Board members and officers reporting under Section 16 of the Securities Exchange Act of 1934, other than related person transactions reviewed by the Audit Committee, and approve or

prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

The Committee may retain and terminate, as appropriate, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter.

The Committee will have sole authority to approve related fees and retention terms for any consultants and advisors retained by the Committee. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any consultant, outside counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Delegation**

The Committee may delegate authority to one or more directors or subcommittees or to members of management, to the extent permitted by applicable law and as the Committee deems appropriate.