



Amended and Restated Compensation Committee Charter

April 23, 2013

Purpose

The purpose of the Compensation Committee of the Board of Directors (the "Board") of Telenav, Inc. (the "Company") shall be to:

- provide oversight of the Company's compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (1) oversight of the compensation of the Company's Chief Executive Officer (the "CEO") and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), and (2) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- administer the Company's equity compensation plans for its employees, consultants and nonemployee directors.

The compensation programs for the Company's executive officers shall be (1) designed to attract, motivate and retain talented executives responsible for the success of the Company, (2) determined within a competitive framework and (3) based on the achievement of the Company's overall financial results and individual contributions.

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

Membership and Organization

Composition. The Compensation Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. The Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of the Compensation Committee must meet the following criteria:

- the independence requirements of the Marketplace Rules of the Nasdaq Global Market ("NASDAQ");
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), adopted by the Securities and Exchange Commission ("SEC");
- the requirements set forth in Rule 10C-1 adopted by the SEC under the Exchange Act and implemented by NASDAQ, when applicable; and
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "IRC").

In addition to the factors above, the Board shall consider, when appointing members of the Compensation Committee, based on the individual facts and circumstances whether such persons are affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the directors' judgment as members of the Compensation Committee.

Meetings, Procedures and Compensation.

- The Compensation Committee will set its own schedule of meetings and will meet at least two times annually, with the option of holding additional meetings at such times as it deems necessary or appropriate. The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined. For avoidance of doubt, the CEO shall not participate in any deliberations or voting regarding such officer's compensation. Meetings of the Compensation Committee may be held telephonically or by video conference.
- The Compensation Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation

Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Compensation Committee.

- The Compensation Committee may form subcommittees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees such power and authority as the Compensation Committee deems appropriate. Specifically, at its discretion, the Compensation Committee shall have the authority to designate a Committee for Equity Awards to Non-Officers with the authority to grant options or stock purchase rights to non-officer employees of the Company within guidelines established by the Compensation Committee from time to time. Such committee shall consist of a minimum of two (2) members of the Company's Board, who include the Chief Executive Officer. If designated, the Committee for Equity Awards to Non-Officers will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.
- The Board may designate one member of the Compensation Committee as its chairperson. If the Board does not designate a chairperson, a majority of the members of the Compensation Committee may elect a chairperson of the Compensation Committee.
- Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Compensation Committee or the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board or the Compensation Committee. Members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
- In addition to preparing the compensation disclosure and analysis and its report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Compensation Committee will summarize its examinations and recommendations to the full Board as may be appropriate, consistent with the Compensation Committee's charter.

Responsibilities and Duties

To the extent deemed necessary or appropriate, the Compensation Committee shall:

Set Compensation for Executive Officers

- Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider factors related to the performance of the Company in approving the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
- Review and approve the CEO's (1) annual base salary, (2) annual incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement and change in control agreement/provision, (5) any signing bonus or payment of relocation costs and (6) any other benefits, compensation or arrangements. In determining, the long-term incentive component of CEO compensation, the Compensation Committee will consider, among other things, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company's CEO in past years. The CEO may not be present during deliberations or voting on such matters.
- Have authority to review annually and approve items (1) through (6) in the previous bullet for other executive officers identified by the Compensation Committee.
- Review and make recommendations to the full Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.
- The Compensation Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, 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, taking into account the independence factors set forth in the applicable rules of the SEC and NASDAQ prior to selecting and receiving advice from such consultants and advisors. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Compensation Committee, including sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Compensation Committee with appropriate funding, as such Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as the Compensation Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Monitor Incentive and Equity-Based Compensation Plans

- Establish and administer annual and long-term incentive compensation plans for senior executives, including:
 - Establishing performance objectives and certifying performance achievement; and
 - Reviewing and approving all equity-based compensation plans and grant awards of shares and stock options pursuant to such plans.
- Administer the Company's equity incentive plans. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board, (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 in compliance with Rule 16b-3 promulgated thereunder) and in accordance with procedures and guidelines as may be established by the Board and (ii) amend such stock options or stock purchase rights. The Compensation Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
- Approve all option grants to executive officers of the Company to ensure that such grants comply with Section 162(m) of the IRC.
- Oversee the Company's overall compensation philosophy, compensation plans and benefits programs by reviewing management reports with respect thereto on at least an annual basis. The Compensation Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate. The Compensation Committee shall consider whether compensation practices and policies for all employees are likely to have a material adverse effect on the Company in accordance with SEC rules.
- In connection with executive compensation programs:
 - Review and recommend to the full Board, or approve, new executive compensation programs;
 - Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - Establish and periodically review policies for the administration of executive compensation programs; and
 - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive compensation programs and total compensation levels, including:
 - Conducting comparative analyses of total compensation relative to market;
 - Quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
 - The impact of tax and accounting rules changes.
- Establish and periodically review policies in the area of senior management perquisites.
- Authorize the repurchase of shares from terminated employees pursuant to applicable law.
- Review and recommend compensation programs for outside directors.

Compliance and Governance Issues

- Draft, review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related disclosures required by the SEC. The Committee will also review and recommend the final CD&A to the Board for inclusion in the annual report (Form 10-K) and proxy.
- Prepare the Compensation Committee Report required by the rules of the SEC to be furnished with the Company's annual report and proxy statement.
- Review and assess whether and, if so, how the Company has considered the results of the most recent stockholder advisory vote on executive compensation in determining compensation policies and decisions.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- Report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.
- Review annually the performance of the Compensation Committee.
- The Compensation Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.