

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 001-33117

GLOBALSTAR, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

41-2116508
(I.R.S. Employer Identification No.)

1351 Holiday Square Blvd.
Covington, Louisiana 70433
(Address of Principal Executive Offices)
Registrant's Telephone Number, Including Area Code: **(985) 335-1500**

Securities registered pursuant to section 12(b) of the
Act:

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock, par value \$0.0001 per share	GSAT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 2, 2025, 126,583,126 shares of common stock were outstanding and 149,425 shares of preferred stock were outstanding.

FORM 10-Q

GLOBALSTAR, INC.
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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

Certain statements contained in or incorporated by reference into this Quarterly Report on Form 10-Q (this "Report"), other than purely historical information, including, but not limited to, estimates, projections, statements relating to our business plans, objectives and expected operating results, our anticipated financial resources, our expectations about the future operational performance of our satellites (including their projected operational lives), our expectations regarding the outcomes of regulatory and licensing proceedings, the expected growth prospects of our existing customers and the markets that we serve, and the assumptions upon which those statements are based, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally are identified by the words "believe," "might," "could," "project," "expect," "anticipate," "estimate," "intend," "strategy," "plan," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions, although not all forward-looking statements contain these identifying words. These forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. We caution readers that forward-looking statements are not guarantees of future performance and actual results may differ materially from those anticipated, expected, projected or assumed in the forward-looking statements.

Important factors that may cause our actual results to differ materially from those anticipated in forward-looking statements, include, but are not limited to, our ability to meet our obligations and attain anticipated benefits under the Updated Services Agreements (as defined herein), the operational performance and orbital lives of our satellites, including damage to or failure of our satellites, disruptions or other problems at our ground facilities, change in our operating plans or corporate strategies, commercial acceptance of and demand for our products and services, our ability to adequately anticipate our satellite capacity needs and maintain sufficient satellite capacity to meet current and increased demand, our ability to exploit and respond to technological innovation, including integrating licensed technology into our products and services and developing, acquiring, maintaining and protecting information and intellectual property rights, our ability to effectively compete in the markets in which we operate, geopolitical and economic conditions and risks associated with doing business on a global basis, including in developing markets, the availability of equipment, component parts and other materials used in our business operations, the reliance on key suppliers, our ability to raise capital on reasonable terms, our ability to manage costs, our ability to develop and expand our business (including our ability to maintain, expand and monetize our spectrum rights), our compliance with and interpretation of a diverse and fluid array of complex laws and regulations (including tax laws and regulations), including those related to the use of our spectrum, our ability to comply with the restrictive covenants of our financing arrangements and limitations on our ability to incur additional indebtedness, any cyber-related attacks and other security breaches, our ability to obtain and maintain adequate insurance coverages, volatility of spectrum values, changes in tax rates and the results of tax examinations, litigation or investigations, regulatory restrictions, liabilities or penalties, reduction of spectrum authority, additional spectrum sharing agreements, or revocation, modification or non-renewal of necessary licenses, the opportunities for strategic business combinations and the effects of consolidation in our industry on us and our competitors, the effects of our recently-implemented reverse stock split and Nasdaq listing, business interruptions due to natural disasters, unexpected events or public health crises and other factors described in more detail in Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as filed with the Securities and Exchange Commission (the "SEC") on February 28, 2025 (the "2024 Annual Report"). Further, new risk factors emerge from time to time, and it is not possible for us to predict all risk factors, nor can we accurately assess the ultimate impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We undertake no obligation to update any of our forward-looking statements after the date of this Report to reflect actual results, future events or circumstances or changes in our assumptions, business plans or other changes.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

GLOBALSTAR, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share data)
(Unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue:		
Service revenue	\$ 57,067	\$ 53,465
Subscriber equipment sales	2,965	3,015
Total revenue	60,032	56,480
Operating expenses:		
Cost of services (exclusive of depreciation, amortization, and accretion shown separately below)	18,625	16,759
Cost of subscriber equipment sales	2,047	2,158
Marketing, general and administrative	11,589	10,646
Stock-based compensation	6,957	9,227
Reduction in the value and disposal of long-lived assets	7,038	305
Depreciation, amortization and accretion	22,277	22,097
Total operating expenses	68,533	61,192
Loss from operations	(8,501)	(4,712)
Other income (expense):		
Interest income and expense, net of amounts capitalized	(7,945)	(3,785)
Foreign currency gain (loss)	4,106	(3,842)
Other	(413)	(849)
Total other income (expense)	(4,252)	(8,476)
Loss before income taxes	(12,753)	(13,188)
Income tax expense	4,578	8
Net loss	\$ (17,331)	\$ (13,196)
Other comprehensive income (loss):		
Foreign currency translation adjustments	(2,845)	2,393
Comprehensive loss	\$ (20,176)	\$ (10,803)
Net loss attributable to common shareholders (Note 10)	(19,946)	(15,840)
Net loss per common share:		
Basic ⁽¹⁾	\$ (0.16)	\$ (0.13)
Diluted ⁽¹⁾	(0.16)	(0.13)
Weighted-average shares outstanding:		
Basic ⁽¹⁾	126,476	125,507
Diluted ⁽¹⁾	126,476	125,507

(1) The number of shares as of March 31, 2024 have been restated to reflect the 1:15 reverse stock split effectuated on February 10, 2025. All historical share and per share amounts for the periods prior to the completion of the reverse stock split reflected in this Report have been adjusted to reflect the reverse stock split. Refer to Note 12: Common Stock.

See accompanying notes to unaudited interim condensed consolidated financial statements.

GLOBALSTAR, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share data)
(Unaudited)

	March 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 241,411	\$ 391,164
Accounts receivable, net of allowance for credit losses of \$1,374 and \$1,504, respectively	22,857	26,952
Inventory	10,163	10,741
Prepaid expenses and other current assets	18,035	18,714
Total current assets	292,466	447,571
Property and equipment, net	774,206	673,632
Operating lease right of use assets, net	40,050	31,835
Prepaid network costs	373,038	312,342
Derivative asset	110,852	108,799
Intangible and other assets, net of accumulated amortization of \$8,838 and \$7,625, respectively	138,539	136,058
Total assets	\$ 1,729,151	\$ 1,710,237
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 30,757	\$ 34,600
Accounts payable and accrued expenses	31,707	29,677
Accrued network construction costs	12,409	15,613
Payables to affiliates	157	394
Deferred revenue, net	54,024	61,201
Total current liabilities	129,054	141,485
Long-term debt	471,992	476,822
Operating lease liabilities	34,210	26,256
Deferred revenue, net	326,093	288,171
Other non-current liabilities	423,458	418,620
Total non-current liabilities	1,255,753	1,209,869
Total liabilities	1,384,807	1,351,354
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Series A Perpetual Preferred Stock of \$0.0001 par value; 300,000 shares authorized and 149,425 issued and outstanding at March 31, 2025 and December 31, 2024, respectively	—	—
Voting Common Stock of \$0.0001 par value; 143,333,334 shares authorized; 126,579,435 and 126,424,799 shares issued and outstanding at March 31, 2025 and December 31, 2024, respectively ⁽¹⁾	13	13
Additional paid-in capital ⁽¹⁾	2,479,201	2,473,564
Accumulated other comprehensive income	10,607	13,452
Retained deficit	(2,145,477)	(2,128,146)
Total stockholders' equity	344,344	358,883
Total liabilities and stockholders' equity	\$ 1,729,151	\$ 1,710,237

(1) The number of shares as of December 31, 2024 have been restated to reflect the 1:15 reverse stock split effectuated on February 10, 2025. All historical share and per share amounts for the periods prior to the completion of the reverse stock split reflected in this Report have been adjusted to reflect the reverse stock split. Refer to Note 12: Common Stock.

See accompanying notes to unaudited interim condensed consolidated financial statements.

GLOBALSTAR, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Preferred Stock		Common Stock ⁽¹⁾		Additional Paid-In Capital ⁽¹⁾	Accumulated Other Comprehensive Income (Loss)	Retained Deficit	Total
	Shares	Amount	Shares	Amount				
Balances – January 1, 2025	149	\$ —	126,425	\$ 13	\$ 2,473,564	\$ 13,452	\$ (2,128,146)	\$ 358,883
Net issuance of restricted stock awards and employee stock options and recognition of stock-based compensation	—	—	154	—	8,220	—	—	8,220
Series A Preferred Stock Dividends	—	—	—	—	(2,615)	—	—	(2,615)
Other	—	—	—	—	32	—	—	32
Other comprehensive loss	—	—	—	—	—	(2,845)	—	(2,845)
Net loss	—	—	—	—	—	—	(17,331)	(17,331)
Balances – March 31, 2025	149	\$ —	126,579	\$ 13	\$ 2,479,201	\$ 10,607	\$ (2,145,477)	\$ 344,344

	Preferred Stock		Common Stock ⁽¹⁾		Additional Paid-In Capital ⁽¹⁾	Accumulated Other Comprehensive Income (Loss)	Retained Deficit	Total
	Shares	Amount	Shares	Amount				
Balances – January 1, 2024	149	\$ —	125,413	\$ 13	\$ 2,438,878	\$ 5,070	\$ (2,064,982)	\$ 378,979
Net issuance of restricted stock awards and stock for employee stock options and recognition of stock-based compensation	—	—	183	—	11,794	—	—	11,794
Series A Preferred Stock Dividends	—	—	—	—	(2,644)	—	—	(2,644)
Other	—	—	—	—	(272)	—	—	(272)
Other comprehensive income	—	—	—	—	—	2,393	—	2,393
Net loss	—	—	—	—	—	—	(13,196)	(13,196)
Balances – March 31, 2024	149	\$ —	125,596	\$ 13	\$ 2,447,756	\$ 7,463	\$ (2,078,178)	\$ 377,054

(1) The number of shares have been restated to reflect the 1:15 reverse stock split effectuated on February 10, 2025. All historical share and per share amounts for the periods prior to the completion of the reverse stock split reflected in this Report have been adjusted to reflect the reverse stock split. Refer to Note 12: Common Stock.

See accompanying notes to unaudited interim condensed consolidated financial statements.

GLOBALSTAR, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Cash flows provided by operating activities:		
Net loss	\$ (17,331)	\$ (13,196)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, amortization and accretion	22,277	22,097
Stock-based compensation expense	6,957	9,227
Noncash interest and accretion expense	7,944	3,479
Unrealized foreign currency (gain) loss	(4,144)	3,855
Reduction in the value and disposal of long-lived assets	7,038	305
Other, net	1,008	1,005
Changes in operating assets and liabilities:		
Accounts receivable	6,790	5,138
Inventory, prepaid expenses and other assets	(1,388)	346
Accounts payable and accrued expenses	5,227	(2,729)
Other non-current liabilities	1,152	51
Deferred revenue	16,334	240
Net cash provided by operating activities	51,864	29,818
Cash flows used in investing activities:		
Payments for network upgrades to support the Phase 1 and Phase 2 Service Period	(39,315)	(48,326)
Payments for network upgrades to support the Extended MSS Network	(149,448)	—
Payments of capitalized interest	—	(3,954)
Payments for network upgrades to support product development	(1,162)	(1,901)
Purchase of intangible assets	(657)	(68)
Net cash used in investing activities	(190,582)	(54,249)
Cash flows (used in) provided by financing activities:		
Proceeds from 2023 Funding Agreement	—	37,747
Principal payment of 2021 Funding Agreement	(8,650)	(8,650)
Dividends paid on Series A Preferred Stock	(2,615)	(2,644)
Proceeds from issuance of common stock and exercise of options	(141)	653
Net cash (used in) provided by financing activities	(11,406)	27,106
Effect of exchange rate changes on cash and cash equivalents	371	(137)
Net (decrease) increase in cash and cash equivalents	(149,753)	2,538
Cash and cash equivalents, beginning of period	391,164	56,744
Cash and cash equivalents, end of period ⁽¹⁾	\$ 241,411	\$ 59,282

	Three Months Ended	
	March 31, 2025	March 31, 2024
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ —	\$ 6,694
Supplemental disclosure of non-cash financing and investing activities:		
Network construction assets included in accrued expenses	12,409	18,796
Construction in progress assets acquired through XCOM SSA	1,820	1,213

(1) Cash and cash equivalents on the consolidated balance sheet is equal to cash and cash equivalents on the statement of cash flows

See accompanying notes to unaudited interim condensed consolidated financial statements.

GLOBALSTAR, INC.
NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

Through its global satellite network, Globalstar, Inc. ("Globalstar" or the "Company") provides Mobile Satellite Services ("MSS") including wholesale capacity services and voice and data communications services to retail, business and governmental customers. The Company's only reportable segment is its MSS business. Thermo Companies, through commonly controlled affiliates (collectively, "Thermo"), is the principal owner and largest stockholder of Globalstar. The Executive Chairman of the Company's Board of Directors (the "Board") controls Thermo.

The Company has prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim financial information. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"); however, management believes the disclosures made are adequate to make the information presented in this Report not misleading. These financial statements and accompanying notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Globalstar Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 28, 2025 (the "2024 Annual Report").

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from estimates. The Company evaluates estimates on an ongoing basis. Certain reclassifications have been made to prior period condensed consolidated financial statements to conform to current period presentation.

These unaudited interim condensed consolidated financial statements include the accounts of Globalstar and all its subsidiaries. The Company's consolidated financial statements include results and amounts for the Globalstar SPE (as defined below), which is a variable interest entity further described in Note 2, of which Globalstar is the primary beneficiary. Intercompany transactions and balances have been eliminated in the consolidation. In the opinion of management, the information included herein includes all adjustments, consisting of normal recurring adjustments, that are necessary for a fair presentation of the Company's condensed consolidated statements of operations, consolidated balance sheets, condensed consolidated statements of stockholders' equity and condensed consolidated statements of cash flows for the periods presented. The results of operations for the three months ended March 31, 2025 are not necessarily indicative of the results that may be expected for the full year or any future period.

Reverse Stock Split

On February 10, 2025, the Company effectuated a reverse stock split of its common stock at a 1-for-15 ratio.

All issued and outstanding common stock, options and warrants to purchase common stock and per share amounts contained in this Report have been adjusted retroactively to reflect the change in capital structure for the periods prior to the completion of the reverse stock split, as applicable. Refer to Note 12: Common Stock for additional information.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which updates qualitative and quantitative disclosures for the rate reconciliation and income taxes paid. The amendments in ASU 2023-09 were effective for fiscal years beginning after December 15, 2024. The amendments should be applied prospectively; however, retrospective application is also permitted. The Company adopted this standard when it became effective on January 1, 2025. We expect that this standard will increase the tax disclosures in the Company's annual report on Form 10-K for the year ended December 31, 2025.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued ASU 2024-03, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures*. This ASU requires public companies to disclose, on an annual and interim basis, disaggregated information about certain income statement expense line items. The amendments should be applied prospectively; however, retrospective application is also permitted. The Company plans to adopt this standard when it becomes effective on January 1, 2027. The Company is evaluating the impact this ASU may have on its financial statement disclosures.

2. SPECIAL PURPOSE ENTITY

The Company is the operator for certain satellite-enabled services (the "Services") offered by Apple Inc. (the "Customer") pursuant to a service agreement (the "Service Agreement") and certain related ancillary agreements (such agreements, together with the Service Agreement, the "Service Agreements") for the Phase 1 Service Period and Phase 2 Service Period (as defined below). The Service Agreements generally require Globalstar to allocate network capacity to support the Services, which launched in November 2022.

The Company and the Customer agreed to make certain amendments to the Service Agreements and entered into other related agreements (the Service Agreements as amended, collectively, the "Updated Services Agreements") for Globalstar to deliver expanded services to the Customer over a new MSS network, including a new satellite constellation, expanded ground infrastructure, and increased global MSS licensing (the "Extended MSS Network") for the Services provided over the Extended MSS Network. The Extended MSS Network will be (i) owned by Globalstar Licensee, LLC, together with its subsidiaries (collectively, the "Globalstar SPE"), a variable interest entity, and (ii) operated by the Company. The Updated Services Agreements were effective upon the closing on November 5, 2024 (the "Closing Date"). The Customer (i) has prepaid, and is required, subject to certain conditions, to continue to prepay for, certain services to be delivered by the Company to the Customer's end users who will utilize the Extended MSS Network under the Updated Services Agreements and (ii) is a passive equity holder in Globalstar SPE.

The Company's allocated capacity supports the following phases of the Services: 1) current Services provided over the existing Globalstar System ("Phase 1 Service Period"), 2) future Services provided over new satellites ("Phase 2 Service Period"), of which such Services are expected to commence following the anticipated launch of such satellites in 2025, and 3) future Services provided over the Extended MSS Network.

The table below includes the assets of the Globalstar SPE as of March 31, 2025 (amounts in thousands):

	As of March 31, 2025
Assets	
Cash and cash equivalents	\$ 401
Property and equipment, net	163,487
Prepaid network costs	332,628
Intangibles and other asset, net	11,756
Total Assets	\$ 508,272

Customer Class B Units

On the Closing Date, the Customer purchased 400,000 Class B Units in the Globalstar SPE (the "Customer Class B Units") for \$400 million, representing a 20% equity interest in the Globalstar SPE. The Globalstar SPE holds and administers, or will administer in the future, certain spectrum licenses, satellites, ground stations and other network assets for use and operation by the Company and to enable and provide services to the Customer pursuant to the Updated Services Agreements. The Globalstar SPE does not have commercial operations.

The Company holds 1,600,000 Class A Units in the Globalstar SPE, representing an 80% equity ownership in the Globalstar SPE. The Company's 80% ownership in the Globalstar SPE exposes it to residual profit or loss of the Globalstar SPE and the Company will absorb any expense variability of the Globalstar SPE. The Company has power over the most significant activity of the Globalstar SPE and is exposed to losses and benefits of the Globalstar SPE through its equity interest. The Company assessed the accounting considerations pursuant to ASC 810: *Consolidation*, and concluded that it is the primary beneficiary of the Globalstar SPE and consolidated the Globalstar SPE into the financial statements appearing in this Report. Based on the redemption provision and other characteristics of the arrangement, the Company recorded the total equity contributions from the Customer of \$400 million as equity on the Globalstar SPE financial statements and a non-current liability on the Company's consolidated balance sheet.

Extended MSS Network Prepayments and 2024 Debt Repayment

The Updated Services Agreements provide, among other things, that the Customer will make cash payments to the Company for capital expenditures in connection with the Extended MSS Network. The payments required by the Updated Services Agreements consist of: (1) an infrastructure prepayment (the "Infrastructure Prepayment") of up to \$1.1 billion, which is to be funded quarterly (as needed) over the construction period of the satellites to be used in the Extended MSS Network, the proceeds of which the Globalstar SPE will use, together with the proceeds from the sale of the Customer Class B Units, to pay amounts due for the Extended MSS Network (including, but not limited to, construction and launch costs) and (2) the amount necessary for the Company to fully retire on the Closing Date its 2023 13% Notes (the "2024 Debt Repayment"), as described further herein. The terms of the Infrastructure Prepayment and the 2024 Debt Repayment are contained within one prepayment agreement (the "2024 Prepayment Agreement"). The Company expects to fully payoff the 2024 Prepayment Agreement and to redeem the Customer Class B Units within the design useful life of the new satellites. The Company expects that such amounts payable to the Customer will be fully offset by amounts payable by the Customer under the Updated Services Agreements.

Infrastructure Prepayment

During 2024, the Company received \$278 million from the Customer pursuant to the Infrastructure Prepayment. No amounts were received during the first quarter of 2025. The Company recorded these prepayments as deferred revenue as they represent the Company's obligation to provide future services to the Customer. The deferred revenue associated with the Infrastructure Prepayment will be earned as revenue as services are performed. \$225 million of the Infrastructure Prepayment accrues fees that will be reduced or eliminated entirely if the Company meets certain defined milestones associated with the completion of the Extended MSS Network. The remaining amount of the Infrastructure Prepayment does not and will not accrue fees.

2024 Debt Repayment

On the Closing Date, the Company received \$235 million from the Customer pursuant to the 2024 Debt Repayment, representing the amount necessary to retire the Company's outstanding 2023 13% Notes. Refer to Note 5: Long-Term Debt and Other Financing Arrangements for further information.

Service Fees

As consideration for the satellite services provided for in the Updated Services Agreements, the incremental service fees due from the Customer to the Company include fees tied to the cost of the Extended MSS Network, fees for providing additional related services, fees tied to expenses incurred by the Company for the provision of such services, and performance bonuses. Payment of a portion of these fees is subject to the satisfaction of certain licensing, service levels and milestone achievements. Additionally, the Updated Services Agreements also provide for annual service fees of \$30 million to be accelerated. Such accelerated payments began in the first quarter of 2025.

Other

In connection with the Updated Services Agreements, the Company entered into a launch services agreement with Space Exploration Technologies Corp. ("SpaceX") for the new satellites that will be procured for the Extended MSS Network. Refer to Note 8: Commitments and Contingencies for further information.

3. REVENUE

Disaggregation of Revenue

The following table discloses revenue disaggregated by type of product and service (amounts in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Service revenue:		
Wholesale capacity services	\$ 36,709	\$ 31,212
Subscriber services		
Commercial IoT	6,580	6,437
SPOT	9,371	10,243
Duplex	3,452	4,755
Government and other services	955	818
Total service revenue	57,067	53,465
Total subscriber equipment sales	2,965	3,015
Total revenue	\$ 60,032	\$ 56,480

"Wholesale capacity services" revenue in the above table includes revenue associated with the Updated Services Agreements. As consideration for the services provided by Globalstar, payments include a fixed service fee, payments relating to certain service-related operating expenses and capital expenditures, additional fees related to expanded services, and potential bonus payments subject to satisfaction of certain licensing, service and other related criteria. For a discussion of the Updated Services Agreements, see Note 2: Special Purpose Entity.

"Government and other services" revenue in the table above includes revenue associated with engineering and other communication services, such as terrestrial spectrum and network services, government service contracts and teleport lease arrangements. The Company's largest network services agreement is with Parsons Corporation, a leading technology provider in the national security and global infrastructure markets, to utilize the Company's satellite network for a mission critical service for government applications.

Accounts Receivable

The Company records trade accounts receivable from its customers when it has a contractual right to receive payment either on demand or on fixed or determinable dates in the future. The Company's receivable balances by type and classification are presented in the table below, net of allowance for credit losses, and may include amounts related to earned but unbilled receivables (amounts in thousands):

	As of:	
	March 31, 2025	December 31, 2024
Accounts receivable, net of allowance for credit losses		
Subscriber and other accounts receivable	\$ 13,546	\$ 14,829
Wholesale capacity accounts receivable	9,311	12,123
Total accounts receivable, net of allowance for credit losses	\$ 22,857	\$ 26,952

The Company entered into a satellite procurement agreement and a launch services agreement to support the Phase 2 Service Period. The new satellites purchased under the satellite procurement agreement are intended to replenish the Company's HIBLEO-4 U.S.-licensed system. Pursuant to the Service Agreements, payments are expected to be made to the Company by the Customer on a straight-line basis once the new satellites are successfully utilized to provide services for the Phase 2 Service Period. Based on construction in progress incurred by the Company, amounts expected to be billed by the Company associated with the Phase 2 Service Period of the Service Agreements were \$252.5 million as of March 31, 2025. Refer to Note 8: Commitments and Contingencies for additional information regarding these agreements.

Contract Liabilities

Contract liabilities, which are included in deferred revenue on the Company's consolidated balance sheet, represent the Company's obligation to transfer service or equipment to a customer from whom the Company has previously received consideration. The Company's contract liabilities by type and classification are presented in the table below (amounts in thousands).

	As of:	
	March 31, 2025	December 31, 2024
Short-term contract liabilities		
Subscriber and other contract liabilities	\$ 17,923	\$ 19,710
Wholesale capacity contract liabilities, net of contract asset	36,101	41,491
Total short-term contract liabilities	\$ 54,024	\$ 61,201
Long-term contract liabilities		
Subscriber and other contract liabilities	\$ 1,350	\$ 1,431
Wholesale capacity contract liabilities, net of contract asset	324,743	286,740
Total long-term contract liabilities	\$ 326,093	\$ 288,171
Total contract liabilities	\$ 380,117	\$ 349,372

For subscriber and other contract liabilities, the amount of revenue recognized during the three months ended March 31, 2025 and March 31, 2024 from performance obligations included in the contract liability balance at the beginning of these periods was \$6.6 million and \$7.4 million, respectively. For wholesale capacity contract liabilities, the amount of revenue recognized during the three months ended March 31, 2025 and March 31, 2024 from performance obligations included in the contract liability balance at the beginning of these periods was \$28.5 million and \$23.6 million, respectively.

The duration of the Company's contracts with subscribers is generally one year or less. The Updated Services Agreements have no expiration date; therefore, the related contract liabilities may be recognized as revenue over various periods according to when the related performance obligation is satisfied.

The components of wholesale capacity contract liabilities are presented in the table below (amounts in thousands).

	As of:	
	March 31, 2025	December 31, 2024
Wholesale capacity contract liabilities, net:		
Additional consideration associated with the 2021 and 2023 Funding Agreements ⁽¹⁾	\$ 11,139	\$ 12,247
Advanced payments for services expected to be performed with the ground spare satellite launched in June 2022	21,474	21,914
Advanced payments contractually owed for services expected to be performed with the next-generation satellite constellation prior to the Phase 2 Service Period	7,702	8,950
Advanced payments for the Phase 1 Service Period fixed fee, service-related operating and capital expenditures and other services	24,429	25,170
Advanced payments under the Infrastructure Prepayment (See Note 2: Special Purpose Entity)	278,043	278,043
Additional consideration associated with the Updated Services Agreements ⁽²⁾	22,556	7,288
Other advanced payments associated with future performance obligations ⁽³⁾	40,782	18,284
Contract asset ⁽⁴⁾	(45,281)	(43,665)
Wholesale capacity contract liabilities, net	\$ 360,844	\$ 328,231

(1) Includes additional consideration associated with the below-market interest rates within the 2021 Funding Agreement and 2023 Funding Agreement. This consideration will be recognized over the estimated Phase 1 and Phase 2 Service Periods.

- (2) Includes additional consideration representing the implied economic benefit to Globalstar for receiving these payments in advance of service. This consideration includes: a) \$10.8 million associated with the fee reduction mechanism embedded in the 2024 Debt Repayment and a portion of the Infrastructure Prepayment, and b) an estimate of the significant financing component totaling \$11.9 million within these agreements. It is anticipated that this consideration will be recognized over the estimated Extended MSS Network service period.
- (3) Includes primarily: a) advanced service payments received during the first quarter of 2025 totaling \$22.5 million related to the Updated Services Agreements, which provide for annual service fees of \$30 million to be accelerated and b) \$13.3 million of make whole fees paid by Customer for the extinguishment of the 2023 13% Notes in 2024. This consideration will be recognized during the Extended MSS Network service period.
- (4) Primarily includes warrants with an initial fair value at the time of issuance of \$48.3 million which was recorded in equity with an offset to a contract asset on the Company's consolidated balance sheets. The fair value of the warrants is recorded as a reduction to revenue over time.

4. PROPERTY AND EQUIPMENT

Property and equipment consists of the following (in thousands):

	As of:	
	March 31, 2025	December 31, 2024
Globalstar System:		
Space component	\$ 1,121,662	\$ 1,167,332
Ground component	103,632	102,717
Construction in progress:		
Space component	479,690	357,825
Ground component	25,931	20,545
Other	8,955	8,727
Total Globalstar System	1,739,870	1,657,146
Internally developed and purchased software	25,314	24,309
Equipment	15,279	14,904
Land and buildings	3,410	3,222
Leasehold improvements	2,210	2,180
Total property and equipment	1,786,083	1,701,761
Accumulated depreciation	(1,011,877)	(1,028,129)
Total property and equipment, net	\$ 774,206	\$ 673,632

During the first quarter of 2025, the Company recorded a loss on disposal of assets of \$7.0 million on its consolidated statements of operations. This loss reflects the net book value of one of the Company's second-generation satellites that experienced a power control anomaly which rendered the satellite inoperable.

The Company has agreements with Macdonald, Dettwiler and Associates Corporation ("MDA") and SpaceX for 1) the purchase and launch of the first set of satellites that are intended to replenish the Company's current HIBLEO-4 U.S.-licensed system and 2) the purchase and launch of additional satellites to support the Extended MSS Network. Refer to Note 8: Commitments and Contingencies for additional information regarding these agreements.

As of March 31, 2025, for the HIBLEO-4 replacement satellites, the Company has incurred \$240.3 million and \$23.2 million for milestones completed under these agreements with MDA and SpaceX, respectively. As of March 31, 2025, for the Extended MSS Network, the Company has incurred \$117.3 million and \$24.5 million for milestones completed under these agreements with MDA and SpaceX, respectively. These costs, as well as the associated personnel costs and capitalized interest, are reflected in the "space component" of construction in progress in the table above.

As discussed in Note 2: Special Purpose Entity, the Customer contributed certain assets to the Globalstar SPE, which are included in the table above.

5. LONG-TERM DEBT AND OTHER FINANCING ARRANGEMENTS

Long-term debt consists of the following (in thousands):

	As of:					
	March 31, 2025			December 31, 2024		
	Principal Amount	Unamortized Premium (Discount) and Deferred Financing Costs	Carrying Value	Principal Amount	Unamortized Premium (Discount) and Deferred Financing Costs	Carrying Value
2024 Debt Repayment	\$ 221,625	\$ 105,616	\$ 327,241	\$ 221,625	\$ 107,176	\$ 328,801
2023 Funding Agreement	155,000	(10,249)	144,751	155,000	(11,031)	143,969
2021 Funding Agreement	32,200	(1,443)	30,757	40,850	(2,198)	38,652
Total debt	<u>\$ 408,825</u>	<u>\$ 93,924</u>	<u>\$ 502,749</u>	<u>\$ 417,475</u>	<u>\$ 93,947</u>	<u>\$ 511,422</u>
Less: current portion	<u>32,200</u>	<u>(1,443)</u>	<u>30,757</u>	<u>34,600</u>	<u>—</u>	<u>34,600</u>
Long-term debt	<u>\$ 376,625</u>	<u>\$ 95,367</u>	<u>\$ 471,992</u>	<u>\$ 382,875</u>	<u>\$ 93,947</u>	<u>\$ 476,822</u>

The carrying value of our debt reflected above is net of deferred financing costs and any premium or discount to the loan amount at issuance, including accretion. As of March 31, 2025, the current portion of long-term debt relates to the 2021 Funding Agreement and represents the amounts expected to be paid under the Updated Services Agreements (as previously defined) through service fee offsets from the Customer during the next twelve months.

2024 Debt Repayment

As discussed in Note 2: Special Purpose Entity, pursuant to the Updated Services Agreements, the Customer funded \$235 million for the Company to retire its outstanding 2023 13% Notes. The 2024 Debt Repayment is expected to be fully repaid by offsetting against amounts payable by the Customer to the Company on a quarterly basis over a period of 32 quarters commencing on a fixed repayment date in the future that is not tied to the launch of services. The 2024 Debt Repayment is classified as debt because the Company's repayment obligations will commence on such date regardless of when services are provided under the Updated Services Agreements. The 2024 Debt Repayment accrues annual fees, which would be reduced or eliminated entirely if the Company meets certain defined milestones associated with the completion of the Extended MSS Network, at which time prior accruals will be reduced or eliminated. The balance accrued for these fees is included primarily in long-term deferred revenue on the Company's balance sheet (refer to Note 3: Revenue for further information). As of March 31, 2025, the outstanding principal balance of the 2024 Debt Repayment was \$221.6 million.

On the issuance date, the Company recorded the 2024 Debt Repayment at fair value. The difference between the principal amount of the 2024 Debt Repayment and the fair value was recorded as a debt premium. Additionally, the Company was required to bifurcate the fair value of the interest reduction mechanism and record a derivative asset upon issuance equal to the debt premium. The Company will amortize the premium as an offset to interest expense over the loan term using the effective interest rate method. Refer to Note 6: Derivatives and Note 7: Fair Value Measurements for further information on the embedded derivative bifurcated from the 2024 Debt Repayment.

2023 Funding Agreement

In 2023, the Service Agreements were amended to provide for, among other things, payment of up to \$252 million to the Company (the "2023 Funding Agreement"), which the Company has used and intends to use to fund 50% of the amounts due under its 2022 agreement with MDA, as well as launch, insurance and ancillary costs incurred in connection with the construction and launch of satellites purchased under such agreement. As of March 31, 2025, the Company received aggregate payments under the 2023 Funding Agreement of \$155 million, with no amounts received in the first quarter of 2025. As of March 31, 2025, the outstanding principal balance of the 2023 Funding Agreement was \$155.0 million.

The total amount paid to the Company under the 2023 Funding Agreement, including fees, is expected to be fully repaid by offsetting against amounts payable by the Customer beginning in the third quarter of 2026 and continuing for no longer than 16 consecutive quarters. Compounded fees are accrued at a fixed rate based on the average outstanding balance of the 2023 Funding Agreement. The balance accrued for these fees, which totaled \$15.6 million as of March 31, 2025, is included in "Other non-current liabilities" on the Company's balance sheet.

For as long as any amount funded under the 2023 Funding Agreement is outstanding, the Company will be subject to certain covenants, including (i) maintenance of a minimum cash balance of \$30 million, (ii) interest coverage and leverage ratios, and (iii) other customary negative covenants, including limitations on certain asset transfers, expenditures and investments. The Company's obligations under the 2023 Funding Agreement are secured by a first-priority lien over substantially all of the assets of the Company and its domestic subsidiaries. Thermo guaranteed certain of the Company's obligations under the 2023 Funding Agreement and Service Agreements. See Note 9: Related Party Transactions for further information regarding Thermo's guarantee.

As the Company makes draws under the 2023 Funding Agreement, the amount of each draw is recorded at fair value using a discounted cash flow model. The Company records a debt discount, which is netted against the face value of the 2023 Funding Agreement, for the difference between the fair value of the debt and the proceeds received and accretes this debt discount to interest expense through the maturity date using an effective interest rate method.

2021 Funding Agreement

During 2021, the Company received payments totaling \$94.2 million (as amended, the "2021 Funding Agreement"). The Company's obligations under the 2021 Funding Agreement are secured by a first-priority lien over substantially all of the assets of the Company and its domestic subsidiaries. This funding is being repaid by offsetting against amounts payable as services are performed by the Company. The last recoupment is expected to be made in the first quarter of 2026. The debt discount associated with the 2021 Funding Agreement is accreting to interest expense through the maturity date using the effective interest rate method. No interest accrues on amounts outstanding under the 2021 Funding Agreement. During the three months ended March 31, 2025, a total of \$8.7 million was recouped pursuant to the terms of the 2021 Funding Agreement. As of March 31, 2025, the outstanding principal balance of the 2021 Funding Agreement was \$32.2 million.

Series A Preferred Stock

In 2022, the Company issued 149,425 shares of its 7.0% Perpetual Preferred Stock, Series A, liquidation preference \$1,000 per share (the "Series A Preferred Stock") with a fair value of \$105.3 million and total outstanding amount of \$149.4 million. The shares of Series A Preferred Stock do not possess voting rights, other than with respect to certain matters specifically affecting the rights and obligations of the Series A Preferred Stock.

Holders of the Series A Preferred Stock are entitled to receive, when, as and if declared by the Company's Board of Directors or a committee thereof, cumulative cash dividends based on the liquidation preference of the Series A Preferred Stock, at a fixed rate equal to 7.00% per annum, payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year. During the three months ended March 31, 2025, the Company paid dividends approved by the Company's Board of Directors totaling \$2.6 million.

6. DERIVATIVES

The Company reflected on its balance sheet an embedded derivative resulting from certain features in the Company's 2024 Debt Repayment. This derivative instrument is not designated as a hedge. The fair value of the embedded derivative is marked-to-market at the end of each reporting period, or more frequently as deemed necessary, with any changes in value reported in the consolidated statements of operations and consolidated statements of cash flows as a non-cash operating activity.

This derivative and related features embedded in the debt instrument that is required to be accounted for as a derivative is described below. See Note 7: Fair Value Measurements for further information.

The terms of the 2024 Debt Repayment contain an interest reduction mechanism that is required to be bifurcated and was recorded as an embedded derivative on the Company's consolidated balance sheet with a corresponding debt premium that was added to the principal amount of the 2024 Debt Repayment. The Company determined the fair value of the embedded derivatives using a discounted cash flow model. As the discount yield and the effective interest rate of the loan fluctuate based on projected cash flows, the derivative value is adjusted.

As of March 31, 2025 and December 31, 2024, the Company recorded the fair value of the embedded derivative, totaling \$110.9 million and \$108.8 million, respectively, as a derivative asset. The Company records a derivative gain or loss resulting from mark-to-market adjustments, which is reflected in "Other" in the Company's consolidated statement of operations.

7. FAIR VALUE MEASUREMENTS

The Company follows the authoritative guidance for fair value measurements relating to financial and non-financial assets and liabilities, including presentation of required disclosures herein. This guidance establishes a fair value framework requiring the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets and liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Quoted prices in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

Recurring Fair Value Measurements

The Company marks-to-market its derivatives at each reporting date, or more frequently as deemed necessary, with the changes in fair value recognized in the Company's consolidated statements of operations. See Note 8: Derivatives for further information.

Embedded Derivative within the 2024 Debt Repayment

The embedded derivative relating to the 2024 Debt Repayment is valued using a discounted cash flow model. The most significant observable input used in the fair value measurement was the discount yield, which was 7.95% and 7.58%, at March 31, 2025 and December 31, 2024, respectively. As the discount yield used in the valuation process increases, the fair value of the embedded derivative decreases.

The significant unobservable input used in the fair value measurement included estimated timing of completing certain project milestones associated with the interest fee reduction mechanism. As the probability of reaching the relevant milestones increases, the fair value of the embedded derivative would also increase.

Rollforward of Recurring Level 3 Assets and Liabilities

The following table presents a rollforward for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (in thousands):

	Three Months Ended March 31, 2025	Twelve Months Ended December 31, 2024
Balance at beginning of period	\$ 108,799	\$ 1,295
Issuance of embedded derivative within the 2024 Debt Repayment	2,480	109,601
Unrealized loss, included in other	(427)	(2,097)
Balance at end of period	<u>\$ 110,852</u>	<u>\$ 108,799</u>

Fair Value of Debt Instruments and Other Financing Arrangements

The Company believes it is not practicable to determine the fair value of its debt agreements on a recurring basis without incurring significant additional costs. Unlike typical long-term debt, certain terms for these instruments cannot be readily compared to other debt instruments and their valuation generally involve a variety of complex factors, including due diligence by the debt holders.

8. COMMITMENTS AND CONTINGENCIES

Updated Services Agreements

The Updated Services Agreements set forth the primary terms for the Company to provide expanded services to the Customer and incur costs related to the Extended MSS Network, which primarily relate to the construction of new gateways and the upgrade of existing gateways as well as new satellite construction and launch services. The Updated Services Agreements have an indefinite term but are terminable by the Customer at any time upon advance notice or a force majeure event, or by either party upon the occurrence of certain events of default. The Updated Services Agreements also provide for various commitments with which the Company must comply.

Satellite Procurement Agreement

In February 2022, the Company entered into a satellite procurement agreement with MDA pursuant to which the Company will acquire at least 17 satellites (and up to 26 satellites) with an amended contract price of \$329.3 million for the initial 17 satellites, with delivery expected to occur in 2025. In addition, MDA will provide a satellite operations control center for \$5.0 million as well as other equipment for \$4.2 million.

In February 2025, the Company entered into another agreement with MDA pursuant to which the Company will acquire more than 50 satellites related to the Extended MSS Network. The total contract price for these satellites is \$775.0 million.

Launch Services Agreements

In August 2023, Globalstar entered into a Launch Services Agreement with SpaceX and certain related ancillary agreements (the “Launch Services Agreements”), providing for the launch of the first set of the satellites the Company is acquiring pursuant to the 2022 satellite procurement agreement with MDA. The Launch Services Agreements provide a launch through September 2025.

In October 2024, the Company entered into another agreement with SpaceX for the launch of satellites related to the Extended MSS Network.

Funding for Phase 2 Service Period Asset Procurement

Under the Service Agreements, subject to certain terms and conditions, the Company expects to receive payments equal to 95% of the approved capital expenditures under the satellite procurement agreement for the HIBLEO-4 satellites, launch services agreements for such satellites and other ancillary equipment and costs (to be paid on a straight-line basis over the design life of the satellites) beginning with the commencement of the Phase 2 Service Period. The Phase 2 Service Period is expected to begin when the first batch of the new satellites are successfully utilized to provide Services.

Funding for Extended MSS Network Asset Procurement

As discussed in more detail in Note 2: Special Purpose Entity, the Updated Services Agreements provide for prepayments from the Customer for approved capital expenditures associated with the Extended MSS Network.

As of March 31, 2025, the Company has outstanding purchase orders for this project totaling \$744.0 million to vendors for various satellite and ground components of the Extended MSS Network, which are expected to be paid with funds from the Infrastructure Prepayment and sale of the Customer Class B Units. These costs will continue until the construction period is complete and the commencement of Services provided over the Extended MSS Network.

9. RELATED PARTY TRANSACTIONS

Transactions with Thermo

Thermo is the principal owner and largest stockholder of Globalstar. The Company's Executive Chairman of the Board controls Thermo. Two other members of the Company's Board are also directors, officers or minority equity owners of various Thermo entities.

Payables to Thermo related to arms' length transactions were \$0.2 million and \$0.4 million as of March 31, 2025 and December 31, 2024, respectively.

Certain general and administrative expenses are incurred by Thermo on behalf of the Company. These expenses include: (i) non-cash expenses, such as stock compensation costs as well as costs recorded as a contribution to capital, and (ii) expenses incurred by Thermo on behalf of the Company that are charged to the Company; these charges are based on actual amounts (with no mark-up) incurred by Thermo or upon allocated employee time.

Lease Agreement

The Company has a lease agreement with Thermo Covington, LLC for the Company's headquarters office. Annual lease payments increase at a rate of 2.5% per year. 2025 lease payments will total \$1.7 million. The lease term is ten years and is scheduled to expire in January 2029. During each of the three months ended March 31, 2025 and 2024, the Company incurred lease expense of \$0.4 million under this lease agreement.

Perpetual Preferred Stock

Thermo owns \$136.7 million of the Company's Series A Preferred Stock (based upon the shares' liquidation preference). Holders of the Series A Preferred Stock are entitled to receive, when, as and if declared by the Board, cumulative cash dividends based on the liquidation preference of the Series A Preferred Stock, at a fixed rate equal to 7.00% per annum, payable quarterly in arrears on January 1, April 1, July 1 and October 1 of each year. During the three months ended March 31, 2025, the Company made dividend payments to Thermo, which were approved by the Board, totaling \$2.4 million.

Service Agreements

In connection with the Service Agreements, the Customer and Thermo entered into a lock-up and right of first offer agreement that generally (i) requires Thermo to offer any shares of Globalstar common stock to the Customer before transferring them to any other person, other than affiliates of Thermo and (ii) prohibits Thermo from transferring shares of Globalstar common stock if such transfer would cause Thermo to hold less than 51.00% of the outstanding common stock of the Company for a period of five years from the launch of Services in November 2022.

Certain amounts payable by the Company in connection with the 2023 Funding Agreement and certain other obligations under the Service Agreements are guaranteed by Thermo. As consideration for Thermo's guarantee, the Company issued to Thermo a warrant to purchase 666,668 shares of the Company's common stock at an exercise price equal to \$30.00 per share (as calculated pursuant to the agreement). The right to purchase 333,334 shares under the warrant vested immediately upon effectiveness of Thermo's guarantee, which occurred in December 2023, and the right to purchase the remaining 333,334 shares under the warrant may vest if and when Thermo advances aggregate funds of \$25.0 million or more to the Company or a permitted third party pursuant to the terms of Thermo's guarantee. The warrant expires in December 2028.

To the extent Thermo is required to advance amounts under the guarantee, the Company is required to issue shares of common stock of the Company in respect of such advance in an amount equal to the amount of such payment divided by the average of the volume weighted average price of the Company's common stock for the five trading days immediately preceding such payment.

Governance

The Company has a Strategic Review Committee that is required to remain in existence for as long as Thermo and its affiliates beneficially own forty-five percent (45%) or more of Globalstar's outstanding common stock. To the extent permitted by applicable law, the Strategic Review Committee has exclusive responsibility for the oversight, review and approval of, among other things and subject to certain exceptions, any acquisition by Thermo and its affiliates of additional newly-issued securities of the Company and any transaction between the Company and Thermo and its affiliates with a value in excess of \$250,000.

Agreements with XCOM

Dr. Paul E. Jacobs is the Chief Executive Officer of Globalstar and also serves as the Executive Chairman of XCOM Labs, Inc. (now known as Virewix, Inc.) ("Licensor" or "XCOM") and is the controlling stockholder of XCOM. In connection with the Company's August 2023 License Agreement with XCOM, Globalstar issued to XCOM 4.0 million shares of Globalstar common stock, representing a transaction value of approximately \$68.7 million on the date of issuance. Of the consideration paid for the License Agreement, 1.1 million shares were issued to Dr. Jacobs.

The Company and XCOM have a Support Services Agreement ("SSA") pursuant to which XCOM is required to provide certain services to the Company. Fees payable by Globalstar pursuant to the SSA are based on costs incurred plus a 15% margin for costs incurred between January 1, 2025 and March 31, 2025. In August 2023 and June 2024, Globalstar issued 0.7 million shares and 0.5 million shares, respectively, to XCOM as payment for costs incurred under the SSA and the release of holdback shares under the License Agreement. In June 2024 and March 2025, XCOM sold 0.3 million shares and 0.2 million shares, respectively, in a private placement transaction to an affiliate of Thermo.

Dr. Jacobs does not have any family relationships with any director or executive officer of the Company and has not been directly or indirectly involved in any related party transactions with the Company, except for transactions related to the License Agreement and the SSA.

10. NET INCOME (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted loss per common share for the periods indicated (amounts in thousands, except per share data):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Numerator:		
Net loss	\$ (17,331)	\$ (13,196)
Effect of Series A Preferred Stock dividends	(2,615)	(2,644)
Net loss attributable to common shareholders	\$ (19,946)	\$ (15,840)
Denominator:		
Weighted average common shares outstanding	126,476	125,507
Net loss		
Basic	\$ (0.16)	\$ (0.13)
Diluted	\$ (0.16)	\$ (0.13)

For each of the three months ended March 31, 2025 and 2024, 1.4 million shares of potential common stock were excluded from diluted shares outstanding because the effects of such securities would be anti-dilutive. Included in these shares for all periods presented is a portion of the 3.3 million shares that may be purchased by the Customer pursuant to the warrants issued under the Updated Services Agreements in 2022 based on the treasury stock method. During 2023, the right to purchase 0.3 million shares of common stock vested pursuant to the warrant issued to Thermo for its guarantee of the 2023 Funding Agreement. None of these shares are included in the potentially dilutive securities for the applicable periods presented because the exercise price of the warrants exceeded the average market price of Globalstar common stock during the periods.

11. SEGMENT REPORTING

An operating segment is defined as a component of an enterprise which has discrete financial information that is evaluated regularly by the Company's Chief Operating Decision Maker ("CODM") to decide how to allocate resources and assess performance. In accordance with ASC 280, *Segment Reporting*, the Company's only reportable segment is its MSS business. The Company's Chief Executive Officer, Dr. Paul E. Jacobs, is the Company's CODM. Dr. Jacobs manages the consolidated entity and uses net income (loss) as the measure of profit or loss to assess our performance and allocate resources. Dr. Jacobs does not review total assets. Dr. Jacobs reviews revenue and certain operating expenses to determine resource allocations. Revenue is reviewed at a disaggregated level, consistent with the Company's disclosures in Note 3: Revenue. Expenses are reviewed by the nature of the cost (Cost of Services, Marketing, General and Administrative and Cost of Subscriber Equipment Sales), consistent with the Company's presentation in its statements of operations. Other operating segment expenses may include stock-based compensation, depreciation, amortization and accretion, the reduction in the value of assets and inventory, interest income and expense, foreign currency gains and losses, gains and losses on extinguishment of debt as well as other smaller items.

12. COMMON STOCK

Effective following the close of trading on February 10, 2025, the Company voluntarily withdrew the listing of its common stock from the NYSE American, effected the reverse stock split at a ratio of 1 to 15 shares of common stock and amended its certificate of incorporation to reduce the number of authorized shares of common stock that it may issue from 2,150,000,000 shares to 143,333,334 shares of common stock. Effective at the start of trading on February 11, 2025, the Company's common stock began trading on a post-split basis under the symbol "GSAT" on the Nasdaq Stock Market LLC. The number of shares of the Company's common stock outstanding was reduced from 1,896,635,805 to 126,442,583.

No fractional shares were issued as a result of the reverse stock split and it did not impact the par value of the Company's common stock. Any fractional shares that would otherwise have resulted from the reverse stock split were rounded up to the next whole share, except that any fractional shares resulting from the reverse stock split for any outstanding awards adjustments pursuant to the terms and conditions of the Company's 2006 Equity Incentive Plan and the award or agreement governing such awards were rounded down to the next whole share. Neither the reverse stock split nor the related amendments to the Company's certificate of incorporation had any impact on the number of shares of preferred stock it is authorized to issue under its certificate of incorporation or the number of issued and outstanding shares of the Series A Preferred Stock.

13. INCOME TAXES

The change in the Company's effective tax rate when comparing the three months ended March 31, 2025 to March 31, 2024 was driven by current state tax expense as a result of (i) increased forecasted taxable income, (ii) net operating loss utilization in various states and (iii) an increase in the provision for uncertain tax positions.

The Company monitors the realizability of its deferred tax assets considering all relevant factors at each reporting period. As of March 31, 2025, based on the relevant weight of positive and negative evidence, including its ability to forecast future operating results, historical tax losses and its ability to utilize deferred tax assets within the requisite carryforward periods, the Company maintains a valuation allowance on the majority of its U.S. federal, state and foreign deferred tax assets.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the accompanying unaudited consolidated financial statements and applicable notes thereto included in Part I, Item 1 of this Report, together with "Management's Discussion and Analysis of Financial Condition and Results of Operation" included in our 2024 Annual Report. The following information contains forward-looking statements, which are not guarantees of future performance and are not necessarily indicative of future results and are subject to risks and uncertainties. Should one or more of these risks or uncertainties materialize, our actual results may differ from those express or implied by the forward-looking statements. See "Forward Looking Statements" at the beginning of this Report for further information.

Overview

Mobile Satellite Services Business

Through its global satellite network, Globalstar, Inc. ("we", "us" or the "Company") provides Mobile Satellite Services ("MSS"), including wholesale capacity services to the Customer (defined below) and voice and data communications services to retail, business and governmental customers. We offer these services over our network of in-orbit satellites and ground stations ("gateways"), pursuant to our spectrum licenses, which we refer to collectively as the Globalstar System. In addition to supporting Internet of Things ("IoT") data transmissions in a variety of applications, we provide reliable connectivity in areas not served or underserved by terrestrial wireless and wireline networks and in circumstances where terrestrial networks are not operational due to natural or man-made disasters. By providing wireless communications services across the globe, we meet our customers' increasing desire for connectivity.

Globalstar System

Satellite and Ground Network

Our constellation of Low Earth Orbit ("LEO") satellites is designed to maximize the probability that at least one satellite is visible from any point on the Earth's surface between the latitudes 70° north and 70° south. Our goal is to provide service levels and call or message success rates equal to or better than our MSS competitors so our products and services are attractive to potential customers.

Our satellites communicate with a network of gateways, each of which serves an area of approximately 700,000 to 1,000,000 square miles. A gateway must be within line-of-sight of a satellite and the satellite must be within line-of-sight of the subscriber to provide services. We have positioned our gateways to provide coverage over most of the Earth's land and human population and continue to evaluate and, as deemed necessary, expand our gateway footprint to optimize coverage.

We believe that the design of the Globalstar System enables faster and more cost-effective system maintenance and upgrades because the software and much of the hardware are located on the ground. Our multiple gateways allow us to reconfigure the Globalstar System quickly to extend another gateway's coverage to make up for lost coverage from a disabled gateway or to increase capacity resulting from surges in demand.

In 2022, we entered into a satellite procurement agreement with Macdonald, Dettwiler and Associates Corporation ("MDA") pursuant to which we expect to acquire at least 17 and up to 26 satellites. In August 2024, the Federal Communications Commission (the "FCC") Space Bureau issued an order granting our application to replenish our HIBLEO-4 U.S.-licensed system with up to 26 satellites and operate them under an additional 15-year license term to provide long-term continuity of our MSS. The technical specifications and design of these replacement satellites are similar to our current satellites. The satellite procurement agreement requires delivery of the 17 new satellites by 2025. In February 2025, we entered into another agreement with MDA pursuant to which we expect to acquire more than 50 satellites related to the Extended MSS Network.

In 2023, we entered into a Launch Services Agreement with Space Exploration Technologies Corp. ("SpaceX") and certain related ancillary agreements (the "Launch Services Agreements"), providing for the launch of the first set of these satellites. In October 2024, we entered into another agreement with SpaceX for the launch of the new satellites related to the Extended MSS Network.

Spectrum and Regulatory Structure

We benefit from a worldwide allocation of radio frequency spectrum in the international radio frequency tables administered by the International Telecommunications Union ("ITU"). Access to this globally harmonized spectrum enables us to design satellites, networks and terrestrial infrastructure enhancements more cost effectively because the products and services can be deployed and sold worldwide. In addition, this broad spectrum allocation enhances our ability to capitalize on existing and emerging wireless and broadband applications.

Business Strategy

Our competitive advantages are leveraged through our ability to deliver wholesale satellite capacity, communications products and services, government services, and terrestrial spectrum and network solutions. These core competencies are outlined below.

Wholesale Satellite Capacity

Wholesale satellite capacity services include satellite network access and related services over the Globalstar System. We provide certain services to Apple, Inc. (the "Customer") pursuant to certain Updated Services Agreements (as defined below). The Updated Services Agreements generally require us to allocate network capacity to support the services provided to the Customer and also for the Customer to enable Band 53/n53 for use in cellular-enabled devices designated by the Customer for use with the services. As consideration for the services provided by us, payments to us include a fixed service fee, fees relating to certain service-related operating expenses and capital expenditures, additional fees related to expanded services, and potential bonus payments subject to satisfaction of certain licensing, service and related criteria.

In October 2024, we agreed to make certain amendments to the then-existing service agreements and entered into other agreements with the Customer (as amended, collectively, the "Updated Services Agreements") with the Customer to deliver expanded services over a new MSS network, including a new satellite constellation, expanded ground infrastructure, and increased global MSS licensing (collectively the "Extended MSS Network"). As consideration for the additional services, payments to us will include incremental service fees tied to the cost of the Extended MSS Network, fees for providing additional related services, fees tied to expenses incurred for the provision of such services, and performance bonuses (if earned). For additional information about the Updated Services Agreements, see Note 2: Special Purpose Entity to our condensed consolidated financial statements.

We retain 15% of our current and future network capacity to support our other customers, including our existing and future Commercial IoT, SPOT and Duplex subscribers. This capacity can support a substantial increase in our own subscriber base. This retained satellite capacity can be used by us directly or through additional wholesale customer opportunities.

For the three months ended March 31, 2025 and 2024, the Customer under the Updated Services Agreements was responsible for 61% and 55%, respectively, of our total revenue. No other customer was responsible for more than 10% of our revenue. The loss of the Customer would likely have a material adverse impact to our financial condition, results of operations and cash flows.

Communications Products and Services

We currently provide the following communications products and services to our MSS subscribers:

- data transmissions using a mobile or fixed device that transmits the location of the devices and other information to a central monitoring station, including our commercial IoT products ("Commercial IoT");
- communication and data transmissions using our SPOT family of mobile devices that transmit messages and the location of the device ("SPOT"); and
- voice communication and data transmissions ("Duplex").

As of March 31, 2025, we had approximately 778,000 subscribers worldwide. Our subscriber count only includes our MSS subscribers using devices sold and manufactured by Globalstar. For our subscriber driven revenue, the specialized needs of our global customers span many industries. The Globalstar System is able to offer our customers cost-effective communications solutions completely independent of cellular coverage. Although traditional users of wireless telephony and broadband data services have access to such services in developed locations, our MSS customers often operate, travel and/or live in remote regions or regions with under-developed telecommunications infrastructure where such services are not readily available or are not provided on a reliable basis.

We compete aggressively on price and strive to differentiate the solutions that we offer to our customers. As technological advancements are made, we continue to explore opportunities to develop new products and provide new services over the Globalstar System to meet the needs of our existing and prospective customers. Our current initiatives are focused in part on further investment and development of Commercial IoT-enabled devices, including a two-way reference design module and finished products.

Terrestrial Spectrum and Network Solutions

We are authorized to provide terrestrial broadband services over 11.5 MHz of our licensed MSS spectrum at 2483.5 to 2495 MHz throughout the United States of America and its territories. The Third Generation Partnership Project (“3GPP”), an organization that produces technical specifications and reports for 3GPP technologies, has designated the 11.5 MHz terrestrial band as Band 53 with 5G variant of our Band 53, known as n53 (collectively “Band 53/n53”).

We have terrestrial licenses in 12 countries, resulting in approximately 11.9 billion MHz-POPs (megahertz of our spectrum authority in each country multiplied by a total population of approximately 959 million over the covered area) as of March 31, 2025. Prospective spectrum partners, including cable companies, wireless carriers, system integrators, utilities and other infrastructure operators, are able to benefit from access to uniform and increasingly “borderless” spectrum working across geographies. We believe our expanding portfolio of terrestrial spectrum represents a substantial opportunity for us. The Updated Services Agreements significantly enhance the device ecosystem for Band 53/n53 by enabling access to our terrestrial spectrum band in certain of the Customer’s devices.

We have an Intellectual Property License Agreement (the “License Agreement”) with XCOM Labs, Inc. (now known as Virewirx, Inc.) (“Licensor” or “XCOM”). Under the License Agreement, we purchased an exclusive right and license (the “License”) as well as certain intellectual property assets relating to the development and commercialization of XCOM’s key novel technologies for wireless spectrum innovations, including XCOM RAN systems, which is XCOM’s commercially available coordinated multi-point radio system. XCOM RAN systems deliver substantial capacity gains in dense, complex, challenging wireless environments in sub 7 GHz spectrum. We also gained exclusive access to XCOM’s peer-to-peer connectivity technologies that could have applications across cellular and satellite devices. As part of the License Agreement, certain XCOM employees, including engineering, test, product and R&D professionals, who helped develop the licensed technologies, have continued to further commercialize the technology on behalf of Globalstar as either employees or contractors. We believe bringing together Globalstar’s terrestrial spectrum and relationships with leading partners around the world with XCOM’s differentiated technology creates a significant opportunity to deliver private networks for mission-critical needs of customers.

Reverse Stock Split and Nasdaq Listing

Effective following the close of trading on February 10, 2025, we voluntarily withdrew the listing of our common stock from the NYSE American, effected the reverse stock split at a ratio of 1 to 15 shares of common stock and amended our certificate of incorporation to reduce the number of authorized shares of common stock that we may issue from 2,150,000,000 shares to 143,333,334 shares of common stock. Effective at the start of trading on February 11, 2025, our common stock began trading on a post-split basis under the symbol “GSAT” on the Nasdaq Stock Market LLC.

For additional information regarding the reverse stock split and Nasdaq listing, see Note 1: Basis of Presentation—Reverse Stock Split and Note 12: Common Stock to our consolidated financial statements.

Performance Indicators

Our management reviews and analyzes several key performance indicators in order to manage our business and assess the quality and potential variability of our earnings and cash flows. These key performance indicators include:

- total revenue, which is an indicator of our overall business growth;
- subscriber growth and churn rate, which are both indicators of the satisfaction of our customers;
- average monthly revenue per user, or ARPU, which is an indicator of our pricing and ability to obtain effectively long-term, high-value customers. We calculate ARPU separately for each type of our subscriber-driven revenue, including Commercial IoT, SPOT and Duplex;
- operating income and adjusted EBITDA, both of which are indicators of our financial performance; and
- capital expenditures, which are an indicator of future revenue growth potential and cash requirements.

Comparison of the Results of Operations for the three months ended March 31, 2025 and 2024

Revenue

Our revenue is categorized as service revenue and equipment revenue. We provide MSS services to customers using the Globalstar System. Equipment revenue is generated from the sale of MSS devices that work over the Globalstar System. We also generate service and equipment revenue from the sale of XCOM RAN systems and associated services that support such systems. For the three months ended March 31, 2025, total revenue increased 6% to \$60.0 million from \$56.5 million for the same period in 2024, resulting primarily from higher wholesale capacity services, offset partially by a decline in subscriber services revenue. See below for a discussion of the main fluctuations in revenue.

The following table sets forth amounts and percentages of our revenue by type of service (dollars in thousands).

	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
	Revenue	% of Total Revenue	Revenue	% of Total Revenue
Service revenue:				
Wholesale capacity services	\$ 36,709	61 %	\$ 31,212	55 %
Subscriber services				
Commercial IoT	6,580	11	6,437	11
SPOT	9,371	16	10,243	18
Duplex	3,452	6	4,755	8
Government and other services	955	1	818	1
Total service revenue	\$ 57,067	95 %	\$ 53,465	93 %

The following table sets forth our average number of subscribers and ARPU by type of service revenue.

	Three Months Ended March 31,	
	2025	2024
Average number of subscribers for the period:		
Commercial IoT	523,349	502,915
SPOT	229,512	249,640
Duplex	23,189	29,257
Other	249	314
Total	776,299	782,126
ARPU (monthly):		
Commercial IoT	\$ 4.19	\$ 4.27
SPOT	13.61	13.68
Duplex	49.62	54.18

We count "subscribers" based on the number of devices that are subject to agreements that entitle them to use our voice or data communications services rather than the number of persons or entities who own or lease those devices. Other providers of comparable services may count their subscribers differently.

Wholesale capacity services revenue includes revenue generated from satellite network access and related services. Government and other services revenue includes revenue generated primarily from terrestrial spectrum and network solutions as well as governmental and engineering service contracts. None of these service revenue items are subscriber driven. Accordingly, we do not present ARPU for wholesale capacity services revenue or government and other services revenue in the table above.

Service Revenue

Wholesale capacity services revenue increased 18% for the three months ended March 31, 2025, compared to the same period in 2024. This category includes revenue from the Customer under the Updated Services Agreements. The majority of the increase during the first quarter of 2025 was due to fees related to expanded services that began in March 2024 as well as revenue associated with higher network costs, which is a driver of the revenue earned under these agreements.

Commercial IoT service revenue increased 2% for the three months ended March 31, 2025, compared to the same period in 2024. Average subscribers are up 4% from the prior year's first quarter due to higher subscriber activations. We also expect activations to increase following commercial sales of our two-way reference design module during the second quarter of 2025.

SPOT service revenue decreased 9% for the three months ended March 31, 2025, compared to the same period in 2024, due principally to fewer subscribers. The decline in average subscribers is due to continued competitive pressure; however, product engineering efforts are underway to develop a new consumer SPOT device, which we believe could stabilize or even increase demand for such services from our subscribers.

Duplex service revenue decreased 27% for the three months ended March 31, 2025, compared to the same period in 2024, due to (i) fewer average subscribers resulting in part from our decision to discontinue the manufacture and sale of Duplex devices to increase our focus on maximizing other sources of revenue and (ii) lower ARPU for these services due in part to foreign exchange rate changes.

Government and other services revenue increased 17% for the three months ended March 31, 2025, compared to the same period in 2024. This category includes fees earned from various governmental service contracts, including with Parsons Corporation, as well as services associated with XCOM RAN sales.

Operating Expenses

Total operating expenses were \$68.5 million for the three months ended March 31, 2025, compared to \$61.2 million during the same period in 2024. An increase in cost of services and marketing, general and administrative expenses were offset partially by a decrease in stock-based compensation. Higher operating expenses were also impacted by a loss on disposal of assets. The main contributors to the variances in operating expenses are explained in detail below.

Cost of Services

Cost of services increased \$1.9 million, or 11%, for the three months ended March 31, 2025, compared to the same period in 2024. This increase was due primarily to expenses totaling \$1.7 million for the Support Services Agreement (the "SSA") as well as other ancillary costs to support XCOM technology development. Costs to support new MSS product development also contributed to the increase in operating expenses during the quarter.

We also continue to incur higher costs following network expansion and upgrades. In connection with services provided under the Updated Services Agreements, a substantial portion of network-related costs are reimbursed thereunder and this consideration is recognized as revenue in accordance with the terms of the Updated Services Agreements. Personnel costs that support the Globalstar System increased \$0.8 million from the prior year's first quarter, including \$0.3 million related to annual cash bonuses paid in March 2025.

In February 2025, we received an employee retention credit as a result of our eligibility under the provisions of the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act") for the second quarter of 2021. The total refund of \$2.0 million reduced operating expenses during the first quarter of 2025, of which \$1.4 million was allocated to Cost of Services and \$0.6 million was allocated to Marketing, General and Administrative expense, based on the employee costs incurred during the eligible period.

Marketing, General and Administrative

Marketing, general and administrative costs increased \$0.9 million, or 9%, for the three months ended March 31, 2025, compared to the same period in 2024. This increase was due primarily to higher professional fees totaling \$0.6 million, such as accounting and tax services, as well as legal fees associated with the Globalstar SPE; however, these fees are not expected to recur at this level in the future. Other smaller items, such as personnel costs, costs supporting XCOM (discussed above) as well as occupancy and tax expense, also contributed to the increase in expense from the prior year's quarter. These increases were offset by a portion of the employee retention credit received during the first quarter of 2025 (as discussed above).

Stock-Based Compensation

Stock-based compensation expense decreased \$2.3 million for the three months ended March 31, 2025, compared to the same period in 2024. The decrease was due primarily to restricted stock units ("RSUs") granted to certain executives in connection with the License Agreement in August 2023, the majority of the cost of which was recognized in 2024.

Reduction in Value and Loss on Disposal of Assets

During the first quarter of 2025, we recorded a loss on disposal of assets totaling \$7.0 million, which is the net book value of one of our second-generation satellites that experienced a power control anomaly which rendered the satellite inoperable. Based on our recent and historical testing, we currently do not believe that our other second-generation satellites will experience a similar anomaly during their projected remaining useful lives. Similar activity did not occur at this level in the first quarter of 2024.

Other (Expense) Income

Interest Income and Expense

Interest income and expense, net, increased \$4.2 million during the three months ended March 31, 2025, compared to the same period in 2024, due to higher interest costs associated with the 2024 Prepayment Agreement totaling \$11.5 million, inclusive of a non-cash significant financing component (\$8.0 million) in accordance with ASC 606 as well as accrued fees (\$7.5 million) offset by debt premium amortization (\$4.0 million). During 2024, we paid down the principal balance of the 2023 13% Notes, which reduced interest expense by \$7.3 million when comparing the first quarter of 2024 to the first quarter of 2025. Capitalized interest decreased \$3.4 million (due in part to the decrease in interest costs eligible for capitalization), which increased "interest income and expense, net" during the first quarter of 2025. Interest income increased \$2.7 million (due to a higher cash balance), which decreased "interest income and expense, net" during the first quarter of 2025.

Foreign Currency Gain (Loss)

Changes in foreign currency gains and losses are driven by the remeasurement of financial statement items, which are denominated in various currencies, at the end of each reporting period.

We recorded foreign currency gains of \$4.1 million during the three months ended March 31, 2025, compared to foreign currency losses of \$3.8 million during the three months ended March 31, 2024. Many of our foreign subsidiaries have USD-denominated intercompany payable balances, which impact the foreign currency gains and losses recorded each reporting period. In these instances, foreign currency gains result from other currencies strengthening relative to the U.S. dollar; inversely, foreign currency losses result from the U.S. dollar strengthening relative to other currencies.

Income Tax Expense

Income tax expense increased \$4.6 million during the three months ended March 31, 2025, compared to the same period in 2024. The increase was driven by current state tax expense as a result of (i) increased forecasted taxable income, (ii) net operating loss utilization in various states and (iii) an increase in the provision for uncertain tax positions.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity include cash on hand, cash flows from operations and proceeds from the 2023 Funding Agreement and Infrastructure Prepayment (each term defined below). We expect these liquidity sources to meet our short-term and long-term liquidity needs for funding our operating costs, capital expenditures, including related to the Extended MSS Network and other growth opportunities, and financing obligations, including scheduled recoupments under the 2021 and 2023 Funding Agreements and 2024 Prepayment Agreement as well as dividends on our perpetual preferred stock. In addition, we have issued warrants to the Customer that are exercisable in accordance with the Updated Services Agreements and to Thermo in connection with its guarantee of the 2023 Funding Agreement. These warrants would become a source of liquidity if exercised.

As of March 31, 2025 and December 31, 2024, we held cash and cash equivalents of \$241.4 million and \$391.2 million, respectively. The decrease in cash and cash equivalents during the first quarter of 2025 was due primarily to capital expenditures associated with our commitments under the Updated Services Agreements.

The principal amount of our debt outstanding was \$408.8 million at March 31, 2025, compared to \$417.5 million at December 31, 2024. This decrease was due to our scheduled recoupment of \$8.7 million under the 2021 Funding Agreement (more detailed discussion and defined terms below).

Cash Flows for the three months ended March 31, 2025 and 2024

The following table shows our cash flows from operating, investing and financing activities (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net cash provided by operating activities	\$ 51,864	\$ 29,818
Net cash used in investing activities	(190,582)	(54,249)
Net cash (used in) provided by financing activities	(11,406)	27,106
Effect of exchange rate changes on cash and cash equivalents	371	(137)
Net (decrease) increase in cash and cash equivalents	<u>\$ (149,753)</u>	<u>\$ 2,538</u>

Cash Flows Provided by Operating Activities

Net cash provided by operating activities includes primarily cash received from our customers from the sale of products and services, including the performance of wholesale capacity services as well as related to the purchase of equipment and satellite voice and data services. We use cash in operating activities primarily for network costs, personnel costs, inventory purchases and other general corporate expenditures.

Net cash provided by operating activities during the three months ended March 31, 2025 was \$51.9 million, compared to \$29.8 million during the same period in 2024. This improvement was due to favorable working capital changes resulting primarily from accelerated services fees paid to us totaling \$22.5 million associated with the Updated Services Agreements, which increased deferred revenue during the first quarter of 2025. Lower net income, after adjusting for noncash items, partially offset the favorable working capital changes during the period.

Cash Flows Used in Investing Activities

Net cash used in investing activities was \$190.6 million for the three months ended March 31, 2025, compared to \$54.2 million for the same period in 2024. Net cash used in investing activities during both periods included primarily network upgrades associated with the Updated Services Agreements and, during 2024, payments of capitalized interest. The increase in net cash flow used in investing activities was due primarily to an increase in network upgrades during 2025, principally due to \$143.6 million in milestone payments to MDA associated with the Extended MSS Network contract executed in February 2025.

Cash Flows (Used in) Provided by Financing Activities

Net cash used in financing activities was \$11.4 million during the three month period ended March 31, 2025, compared to net cash provided by financing activities of \$27.1 million for the same period in 2024. In February 2024, we received proceeds from the 2023 Funding Agreement totaling \$37.7 million, which was used to pay amounts owed to MDA. During both 2025 and 2024, we made payments for the scheduled recoupments pursuant to the terms of the 2021 Funding Agreement and also paid cash dividends to our preferred equity holders.

Indebtedness and Other Financing Arrangements

At March 31, 2025, the principal amount of our debt totaled \$408.8 million, which accrues fees at a weighted average stated rate up to 9%.

At March 31, 2025, our deferred revenue, net totaled \$380.1 million, of which the majority is expected to be earned over a period in excess of five years as we perform services to support the Updated Services Agreements.

During the first quarter of 2025, we paid dividends totaling \$2.6 million to holders of the Series A Preferred Stock. Holders of the Series A Preferred Stock are entitled to receive, when, as and if declared by the Board, cumulative cash dividends based on the liquidation preference of the Series A Preferred Stock, at a fixed rate equal to 7.00% per annum.

For more information regarding our 2024 Debt Repayment, 2021 and 2023 Funding Agreements, Series A Preferred Stock and Infrastructure Payments, see Note 5: Long-Term Debt and Other Financing Arrangements and Note 2: Special Purpose Entity to our condensed consolidated financial statements.

Off-Balance Sheet Transactions

We have no material off-balance sheet transactions.

Recently Issued Accounting Pronouncements

For a discussion of recently issued accounting guidance and the expected impact that the guidance could have on our condensed consolidated financial statements, see Recently Issued Accounting Pronouncements in Note 1: Basis of Presentation to our condensed consolidated financial statements in Part I, Item 1 of this Report.

Critical Accounting Policies and Estimates

There have been no material changes in our Critical Accounting Policies and Estimates from the information provided in the "Critical Accounting Policies and Estimates" section of Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2024 Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There were no material changes to our market risk during the quarter ended March 31, 2025. For a discussion of our exposure to market risk, refer to our disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our 2024 Annual Report.

Item 4. Controls and Procedures.

(a) Evaluation of disclosure controls and procedures.

Our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (as amended, the "Exchange Act") as of March 31, 2025, the end of the period covered by this Report. This evaluation was based on the guidelines established in *Internal Control - Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on this evaluation, each of our Principal Executive Officer and Principal Financial Officer concluded that as of March 31, 2025, our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We believe that the condensed consolidated financial statements included in this Report fairly present, in all material respects, our condensed consolidated financial position and results of operations for the three months ended March 31, 2025.

(b) Changes in internal control over financial reporting.

As of March 31, 2025, our management, with the participation of our Principal Executive Officer and Principal Financial Officer, evaluated our internal control over financial reporting. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer concluded that no changes in our internal control over financial reporting occurred during the quarter ended March 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

There have been no material changes to our risk factors disclosed in Part I, Item 1A, "Risk Factors" of our 2024 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

During the fiscal quarter ended March 31, 2025, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of the Company's securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (each, a "10b5-1 Plan") or any non-Rule 10b5-1 trading arrangement.

Sixth Amended and Restated Bylaws

Effective May 6, 2025, our Board amended and restated the Company's Fifth Amended and Restated Bylaws (as amended and restated, the "Bylaws") primarily to clarify and implement certain procedural and disclosure requirements for the Company's stockholders to propose business or director nominees at annual or special meetings of stockholders. The amendments also modify certain other provisions to align the Bylaws more closely with the current Delaware General Corporation Law (the "DGCL") and prevailing practices.

Among other changes, the amendments to the Bylaws:

- modify the provisions of the Bylaws relating to the (i) principal office, adjournment procedures, notice requirements, revocability of stockholder proxies, accessing the stockholder list, and emergency bylaws to align more closely with the DGCL, and (ii) issuance of stock certificates, the transfer of shares and handling of lost stock certificates to reflect the post-reverse split status of the Company's common stock (Article I; Article II, Sections 2.1-2.2, 2.6 and 2.10; Article III, Sections 3.5-3.6 and 3.10; Article VI).
- add an advance notice bylaw that sets restrictions and conditions on the method and timing of any proposals or director nominations submitted by stockholders for consideration at an annual or special meeting of stockholders (Article II, Section 2.3).
- clarify (i) the quorum requirements for the transaction of business at stockholder meetings; and (ii) the default voting standard for matters subject to stockholder votes to better align with the default voting standard set forth in the Company's certificate of incorporation and the treatment of abstentions and broker non-votes in relation to each of the various voting standards applicable under the Bylaws and certificate of incorporation (Article II, Sections 2.4-2.5).
- clarify the number of directors to provide more flexibility with respect to the total number of directors on the Board and the number of directors in each class (Article III, Section 3.2).
- add a provision that permits the Company's Chief Executive Officer to call special meetings of the Board (Article III, Section 3.4).

- clarify the mandatory officers the Board is required to appoint and provide for certain default duties of such officers as well as additional categories of officers that the Board may appoint (Article V, Sections 5.1 and 5.4-5.10).

The Bylaws also include certain additional ministerial, technical, conforming, modernizing, streamlining and clarifying changes, including changes intended to conform the Bylaws with recent amendments to the DGCL. The foregoing description is qualified in its entirety by the Bylaws, which are attached hereto as Exhibit 3.2 and incorporated herein by reference.

Item 6. Exhibits.

Exhibit Number	Description
3.1*	<u>Composite Certificate of Incorporation of Globalstar, Inc. (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed with the SEC on February 28, 2025)</u>
3.2	<u>Sixth Amended and Restated Bylaws of Globalstar, Inc.</u>
31.1	<u>Section 302 Certification of the Principal Executive Officer</u>
31.2	<u>Section 302 Certification of the Principal Financial Officer</u>
32.1	<u>Section 906 Certification of the Principal Executive Officer</u>
32.2	<u>Section 906 Certification of the Principal Financial Officer</u>
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, formatted in Inline XBRL: (i) Consolidated Statements of Cash Flows, (ii) Consolidated Statements of Operations, (iii) Consolidated Statement of Comprehensive Income, (iv) Consolidated Balance Sheets, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* Incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GLOBALSTAR, INC.

Date: May 8, 2025

By: /s/ Dr. Paul E. Jacobs

Dr. Paul E. Jacobs

Chief Executive Officer (Principal Executive Officer)

/s/ Rebecca S. Clary

Rebecca S. Clary

Chief Financial Officer (Principal Financial Officer)

**SIXTH AMENDED AND RESTATED
BYLAWS
OF GLOBALSTAR, INC.**

EFFECTIVE AS OF MAY 6, 2025

**ARTICLE I
OFFICES**

Section 1.1. Registered Office. Globalstar, Inc. (the “**Corporation**”), a Delaware corporation, shall maintain a registered office in the State of Delaware at the address set forth in the Certificate of Incorporation of the Corporation, as amended (the “**Certificate of Incorporation**”), or at such location as shall from time to time be determined by the Board of Directors of the Corporation (the “**Board**”).

Section 1.2. Other Offices. The Corporation may also have offices at such other locations both within and outside of the State of Delaware as the Board may from time to time determine.

**ARTICLE II
STOCKHOLDERS**

Section 2.1. Annual Meeting. The Annual Meeting of Stockholders (an “**Annual Meeting**”) shall be held at such time and place, if any, either within or outside of the State of Delaware, or by means of remote communication, as shall be designated from time to time by the Board. Written notice of an Annual Meeting stating the place (or means of remote communication), date and time of the meeting shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder’s address as it appears on the records of the Corporation.

Section 2.2. Special Meetings. Unless otherwise required by law, the Certificate of Incorporation or these Bylaws, Special Meetings of Stockholders (a “**Special Meeting**”), for any purpose(s), may be called only by the Board. Special Meetings shall be held at such time and place, if any, either within or outside of the State of Delaware, or by means of remote communication, as shall be designated by the Board. Notice of a Special Meeting stating the place (or means of remote communication), date and time of the meeting and the purpose(s) for which the meeting is called shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. Business transacted at a Special Meeting shall be limited to the purpose(s) stated in the notice.

Section 2.3. Advance Notice.

(a) Except for the election of directors (which shall be governed in accordance with the procedures in Section 2.3(b)), no business shall be conducted at an Annual Meeting other than business properly brought before the Annual Meeting (x) pursuant to the Corporation’s notice of Annual Meeting (or any supplement thereto) by or at the direction of the Board (or any duly authorized committee thereof), (y) otherwise by or at the direction of the Board (or any duly authorized committee thereof), or (z) by any stockholder of the Corporation who complies with the notice procedures set forth in this Section 2.3(a) and is a stockholder of record of the Corporation (i) at the time the notice provided for in this Section 2.3(a) is delivered to the Secretary of the Corporation, (ii) on the record date for the determination of stockholders entitled to vote at the Annual Meeting, and (iii) on the date of the Annual Meeting. Except for proposals made properly and timely in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and included in the Corporation’s notice of the Annual Meeting, the foregoing clause (z) shall be the exclusive means for a stockholder to propose business to be brought before an Annual Meeting. For business to be properly brought before an Annual Meeting by a stockholder pursuant to the foregoing clause (z), the stockholder must have given notice thereof in writing to the Secretary of the Corporation that is timely and properly delivered in accordance with Section 2.3(c) and any

such proposed business must constitute a proper matter for stockholder action. A stockholder's notice to the Secretary shall set forth:

(i) as to each matter the stockholder proposes to bring before the Annual Meeting, a brief description of the business desired to be brought before the Annual Meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event such business includes a proposal to amend the Bylaws, the language of the proposed amendment) and the reasons for conducting such business at the Annual Meeting; and

(ii) as to the stockholder giving the notice (and any beneficial owner on whose behalf the proposal is made):

(1) name and address, and the number of shares of the Corporation which are directly or indirectly owned beneficially or of record;

(2) any substantial interest (within the meaning of Item 5 of Schedule 14A under the Exchange Act) in such business;

(3) a representation from the stockholder (and the beneficial owner) that such holder owns stock of the Corporation entitled to vote at such Annual Meeting and intends to appear in person or by proxy at the Annual Meeting to propose such business;

(4) a statement regarding whether the stockholder (and the beneficial owner) intends, or is part of a group which intends, (A) to deliver a proxy statement and/or form of proxy to holders of record of at least the percentage of voting power of all of the outstanding shares of the Corporation's capital stock required to approve or adopt the proposal or (B) otherwise to solicit proxies from stockholders in support of such proposal; and

(5) any other information that would be required to be disclosed in a proxy statement or other filing required to be made in connection with the solicitation of proxies with respect to business brought at the Annual Meeting pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

(b) Only persons who are nominated in accordance with the procedures set forth in this Section 2.3(b) and any applicable provisions of the Certificate of Incorporation (and applicable committee charter) shall be eligible for election as directors. Nominations of persons for election to the Board may be made at an Annual Meeting or a Special Meeting at which directors are to be elected pursuant to the Corporation's notice of meeting (x) by or at the direction of the Board (or any duly authorized committee thereof) or (y) by any stockholder of the Corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 2.3(b) and who is a stockholder of record of the Corporation (i) at the time the notice provided for in this Section 2.3(b) is delivered to the Secretary of the Corporation, (ii) on the record date for the determination of stockholders entitled to vote at the meeting and (iii) on the date of the meeting. For nominations to be properly made by a stockholder pursuant to this Section 2.3(b), the stockholder must have given notice in writing to the Secretary of the Corporation that is timely and properly delivered in accordance with Section 2.3(c). The number of nominees a stockholder may nominate for election at any Annual or Special Meeting shall not exceed the number of directors to be elected at such Annual or Special Meeting. Such stockholder's notice shall set forth:

(i) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to

being named in any proxy statement, form of proxy and ballot for the meeting as a nominee and to serve as a director for the full term if elected); and

(ii) as to each such nominee and the stockholder giving the notice (and any beneficial owner on whose behalf the nomination is made), as applicable:

(1) name and address, and the number of shares of the Corporation which are directly or indirectly owned beneficially or of record;

(2) a description of any agreement, arrangement or understanding with respect to the nomination;

(3) a representation from the stockholder (and the beneficial owner) that such holder owns stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such nomination;

(4) a statement regarding whether the stockholder (and the beneficial owner) intends, or is part of a group which intends, (A) to deliver a proxy statement or form of proxy to holders of record of at least the percentage of the Corporation's outstanding capital stock required to elect the nominee or nominees proposed to be nominated by the stockholder, (B) otherwise to solicit proxies from stockholders in support of such nomination, or (C) solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Corporation's nominees pursuant to Rule 14a-19 under the Exchange Act; and

(5) any other information that would be required to be disclosed in a proxy statement or other filing required to be made in connection with the solicitation of proxies with respect to business brought at an Annual or Special Meeting pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

Each nominee shall provide all completed and signed questionnaires prepared by the Corporation (including those questionnaires required annually in the ordinary course of all other director nominees and any other questionnaire the Corporation determines necessary or advisable to assess whether the nominee will satisfy the requirements imposed by these Bylaws, and applicable law, rule, regulation or listing standard, or the Corporation's other policies or guidelines applicable to the Board, which policies and guidelines shall be provided upon request), and supplement such information promptly upon request by the Corporation.

(c) Unless otherwise required by law, if a stockholder (a) provides notice pursuant to Rule 14a-19(b) under the Exchange Act with respect to any proposed nominee for election as a director of the Corporation and (b) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) or Rule 14a-19(a)(3) under the Exchange Act (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder has met the requirements of Rule 14a-19(a)(3) under the Exchange Act in accordance with the following sentence), then the nomination of each such proposed nominee shall be disregarded (and any proxies or voting instructions received in respect of the election of such nominee(s) shall be disregarded), regardless of whether such nominee is included in any proxy materials for the meeting (or any supplement thereto). Upon request by the Corporation, if any stockholder provides notice pursuant to Rule 14a-19(b) under the Exchange Act, such stockholder shall deliver to the Corporation, no later than five business days prior to the applicable meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3) under the Exchange Act. To be timely, any notice delivered under Section 2.3(a) or Section 2.3(b) in connection with an Annual Meeting must be delivered to and received by the Secretary at the headquarters of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's Annual Meeting; *provided, however*, that if the date of the Annual Meeting is more than 30 days before or more than 90 days after such anniversary date, or if no Annual Meeting was held in the preceding year, to be timely, notice by the stockholder must be delivered not earlier than the close of business on the 120th day prior to such Annual Meeting and not later than the close of business on the later of the 90th day prior to such Annual Meeting or the 10th day following the day on which the Corporation first publicly announces the date of such Annual Meeting. To be

timely with respect to a Special Meeting at which directors are to be elected pursuant to the Corporation's notice of Special Meeting, any notice delivered under Section 2.3(b) must be delivered to and received by the Secretary at the headquarters of the Corporation not earlier than the close of business on the 120th day prior to such Special Meeting and not later than the close of business on the later of the 90th day prior to such Special Meeting or the 10th day following the day on which the Corporation first publicly announces the date of such Special Meeting. In no event shall the public announcement of an adjournment, recess or postponement of an Annual or Special Meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above, and a stockholder shall not be entitled to make additional or substitute nominations following the expirations of the time periods set forth in these Bylaws. The minimum timeliness requirements for any notice delivered under Section 2.3(b) shall apply despite any different timeline described in Rule 14a-8, Rule 14a-19 or elsewhere in Regulation 14A of the Exchange Act, including with respect to any statements or information required to be provided to the Corporation pursuant to Rule 14a-8 or Rule 14a-19 of the Exchange Act by a stockholder and not otherwise specified herein.

(d) A stockholder providing notice pursuant to this Section 2.3 of business or a nomination for director at a meeting shall (i) further update and supplement such notice, as necessary, so that the information provided or required to be provided in such notice pursuant to this Section 2.3 shall be true and correct as of the record date for such meeting and as of the date that is 15 days prior to the meeting or any adjournment, recess or postponement thereof, (ii) shall promptly deliver such update and supplement to the Secretary of the Corporation at the headquarters of the Corporation within five days of either or both such dates, as necessary, and (iii) shall promptly provide, upon the Corporation's written request, reasonable documentary evidence (as determined by the Secretary of the Corporation in good faith) that such stockholder has complied with all representations furnished in connection with such notice.

(e) If a stockholder delivers a notice under either Section 2.3(a) or Section 2.3(b), then, notwithstanding any provision in this Section 2.3 to the contrary, the business or nominations proposed by such notice shall not be transacted if the stockholder furnishing such notice fails to appear in person (including by means of remote communications, if any) or is not represented by proxy at the applicable meeting to present the proposed business or nominations (and any proxies or voting instructions received in respect of the proposed business or nominee(s) shall be disregarded), regardless of whether such proposed business or nominee is included in any proxy materials for the meeting (or any supplement thereto), unless and to the extent applicable law otherwise provides or such failure is waived by the chairman presiding at the applicable meeting.

(f) The chairman presiding at any Annual or Special Meeting shall have the power to disregard any notice furnished under Section 2.3(a) or Section 2.3(b) that fails to comply with all applicable requirements of this Section 2.3, as authorized by the Board and/or pursuant to any rules or regulations for the conduct of meetings of the stockholders adopted by the Board or chairman presiding at any such meeting.

(g) For purposes of this Section 2.3, (1) the "**close of business**" shall mean 5:00 p.m. local time at the headquarters of the Corporation on any calendar day, whether or not the day is a business day, (2) a "**public announcement**" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act, and (3) "**beneficial owner**" shall have the meaning given in the Exchange Act.

(h) In addition to the provisions of this Section 2.3, a stockholder shall also comply with all applicable requirements of the Exchange Act, and the rules and regulations thereunder with respect to the matters set forth herein.

(i) Nothing in this Section 2.3 shall be deemed to affect any rights of a stockholder pursuant to Rule 14a-8 or Rule 14a-19 under the Exchange Act.

Section 2.4. Quorum and Vote Required for Action. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, a majority of the Corporation's capital stock issued and outstanding and entitled to vote at any meeting of the stockholders, present in person (including by means of remote communication, if any) or represented by proxy, shall constitute a quorum at such meeting for the transaction of business. If, however, a

quorum shall not be present or represented by proxy at any meeting of the stockholders, the stockholders entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented by proxy, except as otherwise required by law. At the adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If a quorum initially is present at any meeting of stockholders, the stockholders may continue to transact business until adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum, but if a quorum is not present at least initially, no business other than adjournment may be transacted.

Except as otherwise required by law, the Certificate of Incorporation, these Bylaws, or the rules and regulations of any stock exchange applicable to the Corporation, if a quorum is present at any meeting, the affirmative vote of the holders of a majority of the votes entitled to be cast by the holders of our capital stock shall decide any matter brought before the meeting (other than the election of directors).

Section 2.5. Treatment of Abstentions and Broker Non-Votes.

(a) Except as otherwise required by applicable law, shares abstaining from voting shall: (i) be counted as present for purposes of determining whether a quorum is present; (ii) have the effect of a vote cast against a proposal where the vote required to approve such proposal is either the affirmative vote of the holders of a “majority of the votes entitled to be cast by the holders of our capital stock” or a majority of our outstanding shares; (iii) have no effect on the outcome of the vote where the vote required to approve such proposal is the affirmative vote of a “majority of shares of our common stock owned by stockholders other than Thermo and voting affirmatively or negatively on the matter” or a majority of the votes cast; and (iv) have no effect on the outcome of the plurality vote on director nominees.

(b) Except as otherwise required by applicable law, a broker non-vote shall: (i) be counted as present for purposes of determining whether a quorum is present (if a discretionary matter is to be considered at the meeting); (ii) have the effect of a vote cast against a proposal where the vote required to approve such proposal is either the affirmative vote of the holders of a “majority of the votes entitled to be cast by the holders of our capital stock” or a majority of our outstanding shares; (iii) have no effect on the outcome of the vote where the vote required to approve such proposal is the affirmative vote of a “majority of shares of common stock owned by stockholders other than Thermo and voting affirmatively or negatively on the matter” or a majority of the votes cast; and (iv) have no effect on the outcome of the plurality vote on director nominees.

Section 2.6. Voting of Shares; Proxies. Except as provided in the Certificate of Incorporation or by law, at every meeting of the stockholders, each stockholder shall be entitled to one vote for each share of stock held by such stockholder if such stockholder is entitled to vote such share on the matter being considered at the meeting. Every person entitled to vote shall have the right to do so either in person (including by means of remote communications, if any) or by one or more agents authorized by a written proxy, but no proxy may be voted after three years from its date, unless the proxy provides for a longer period. Any proxy shall be in writing and shall be filed with the Secretary of the Corporation before or at the time of the meeting. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or by filing with the Secretary of the Corporation another duly executed proxy bearing a later date. A proxy is not revoked by the death or incapacity of the maker unless before the vote is counted, written notice of death or incapacity is received by the Corporation. Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved exclusively for use by the Board for any solicitations.

Section 2.7. Action in Lieu of a Meeting. Any action that is required to be or that may be taken at any Annual or Special Meeting may be taken without a meeting if and to the extent permitted by the Certificate of Incorporation.

Section 2.8. Stockholders May Participate in Other Activities. Stockholders and their affiliates and directors, either individually or with others, may participate in other business ventures of every kind, whether or not such other business ventures compete with the Corporation. No stockholder, acting in the capacity of a stockholder, shall be obligated to offer to the Corporation or to the other stockholders any opportunity to participate in any other

business venture. Neither the Corporation nor the other stockholders shall have any right to any income or profit derived from any other business venture of a stockholder.

Section 2.9. Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof, or in order to make a determination of stockholders for any other purpose, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date: (a) in the case of determining the stockholders entitled to vote at any meeting of stockholders or adjournment thereof, unless otherwise required by law, shall not be more than 60 nor less than 10 days before the date of such meeting; (b) in the case of determining the stockholders entitled to express consent to corporate action in writing without a meeting, if action by written consent is then permitted by the Certificate of Incorporation, shall not be more than 10 days from the date upon which the resolution fixing the record date is adopted by the Board; and (c) in the case of any other action, shall not be more than 60 days prior to such other action. If no record date is fixed: (x) the record date for determining the stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (y) the record date for determining the stockholders entitled to express consent to corporate action in writing without a meeting, if action by written consent is then permitted by the Certificate of Incorporation, when no prior action of the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board is required by law, shall be at the close of business on the day on which the Board adopts the resolution taking such prior action; and (z) the record date for determining the stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. When a determination of stockholders entitled to vote at any meeting of the stockholders has been made as provided in this Section 2.9, the determination shall apply to any adjournment thereof unless a new record date is fixed by the Board.

Section 2.10. List of Stockholders. The Secretary shall prepare and make a complete list of the stockholders entitled to vote at any meeting of the stockholders, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of 10 days ending on the day before the meeting date, during ordinary business hours at the principal place of business of the Corporation. The stock ledger shall presumptively determine the identity of the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the Corporation, and to vote in person or by proxy at any meeting of the stockholders.

Section 2.11. Chair of Stockholder Meetings. Meetings of the stockholders shall be presided over by the Chairman of the Board, or in his absence a chairman designated by the Chairman of the Board or the Board, or in the absence of such designation any officer of the Corporation. The Secretary or any Assistant Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.12. Conduct of Meetings. The Board or the chairman of the meeting shall be entitled to make such rules or regulations for the conduct of meetings of the stockholders and to do all such acts as in the judgment of the Board or the chairman of the meeting are necessary, appropriate or convenient for the proper conduct of the meeting, including, but not limited to establishing an agenda or order of business for the meeting; rules and procedures for maintaining order at the meeting and the safety of those present; limitations on attendance and participation in the meeting; limitations on the time allotted to questions or comments by participants; and regulation of the opening and closing of the polls for balloting and matters which are to be voted on by ballot.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Powers. The business and affairs of the Corporation shall be managed under the direction of the Board, except to the extent that the Board shall delegate its authority, powers and duties to one or more committees of its members. The Board may exercise all such powers of the Corporation and do all such lawful acts

and things as are not by law, the Certificate of Incorporation or these Bylaws directed or required to be exercised, done or approved by the stockholders of the Corporation.

Section 3.2. Composition, Classes, Election, and Term of Office. The Board shall be comprised of at least six directors, with the exact number of directors to be fixed from time to time by resolution of the Board. The directors shall be divided into three classes designated "Class A," "Class B," and "Class C" (each a "**Class**," and collectively, the "**Classes**"), as nearly equal in number in each Class as is practicable.

At each Annual Meeting, the stockholders shall vote on the election of directors to fill the positions of the Class of directors whose terms have expired. Each director elected at an Annual Meeting shall hold such office for a term of three years and until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereafter provided. The election of directors shall be by Class and, except as otherwise provided in the Certificate of Incorporation, the directors to be elected to any such Class shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors in such Class. The terms of each Class of directors shall be staggered such that the expiration of the terms of any two or more Classes of directors shall not occur during the same calendar year.

Any director may resign at any time upon notice to the Corporation. Vacancies and newly created directorships shall be filled as provided in the Certificate of Incorporation. Directors may be removed with or without cause if and to the extent permitted by the Certificate of Incorporation.

Section 3.3. Chairman of the Board. The Board shall elect a Chairman of the Board. The Chairman of the Board shall have such duties, authority and obligations as may be given to him by these Bylaws or by the Board.

Section 3.4. Meetings. Regular meetings of the Board may be held either within or outside the State of Delaware without notice and at such time and place, if any, or by means of remote communication as may from time to time be determined by the Board. Special Meetings of the Board may be held upon call of the Chairman of the Board, Chief Executive Officer or by any four directors. Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by conference telephone, videoconference or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.5. Notice of Special Meetings. Notice of any special meeting of the Board shall be given at least twenty-four hours, or on such shorter notice as the person or persons calling the meeting may deem necessary or appropriate under the circumstances, before the meeting in writing or by telephone, e-mail, text or other electronic transmission to each director at his or her business address, telephone number, or such other address as he or she may have advised the Secretary of the Corporation to use for such purpose.

Section 3.6. Quorum. The presence of a majority of the members of the Board then in office (present in person, by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other) shall constitute a quorum at any meeting of the Board. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time without notice, other than an announcement at the meeting of the place, date and time of the adjourned meeting, until a quorum shall be present. If a quorum initially is present at any meeting of directors, the directors may continue to transact business notwithstanding the withdrawal of enough directors to leave less than a quorum, upon a resolution adopted by at least a majority of the required quorum for that meeting prior to the loss of the quorum. Common or interested directors (as defined in the General Corporation Law of the State of Delaware (the "**DGCL**")) may be counted in determining the presence of a quorum at a meeting of the Board or of a committee that authorizes the contract or transaction.

Section 3.7. Voting. Except as set out in the Certificate of Incorporation, each director shall be entitled to one vote. Except as otherwise required by law, the Certificate of Incorporation or these Bylaws, the Board shall act by majority vote of those directors present and voting at any duly called meeting at which a quorum is present.

Section 3.8. Action without a Meeting. Any action which may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting if all of the directors consent thereto in writing or by electronic transmission, and such writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board.

Section 3.9. Organization. Meetings of the Board shall be presided over by the Chairman of the Board, if any, or in his absence by a chairman chosen at the meeting. The Secretary or any Assistant Secretary shall act as secretary of the meeting, but in his or her absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 3.10. Emergency Bylaws. In the event of any emergency, disaster or catastrophe, as referred to in Section 110 of the DGCL, or in the event of any other similar emergency condition as a result of which a quorum of the Board or a standing committee of the Board cannot readily be convened for action, then during such emergency: (a) a meeting of the Board or a committee thereof may be called by any director or officer by such means as may be feasible at the time, and notice of any such meeting of the Board or any committee may be given only to such directors as it may be feasible to reach at the time and by such means as may be feasible at the time and (b) the director or directors in attendance at the meeting shall constitute a quorum. Such director or directors in attendance may take action to appoint one or more of themselves or other directors to membership on any standing or temporary committees of the Board as they shall deem necessary and appropriate.

ARTICLE IV COMMITTEES OF THE BOARD

Section 4.1. Number of Committees. A “Strategic Review Committee” shall be established and remain in existence as, and to the extent, required by the Certificate of Incorporation. The Board may by resolution establish one or more committees of the Board in addition to the Strategic Review Committee. To the extent permitted by law and provided in the resolution of the Board, any such committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation; provided, however, that only the Strategic Review Committee shall have the powers and authority of the Board with respect to the actions expressly set out in Article Twelfth of the Certificate of Incorporation. All committees shall report their activities to the Board upon request of the Chairman of the Board or the Secretary of the Corporation.

Section 4.2. Appointment; Vacancies; and Removal. Except with respect to the Strategic Review Committee (the composition of which shall be governed by the Certificate of Incorporation), (i) the Board shall appoint the members of the committees established in this Article IV annually, (ii) the Board may, at any time, with or without cause, remove any member of a committee so appointed, and (iii) any vacancy occurring on a committee shall be filled by the Board for the remainder of the term.

Section 4.3. Committee Procedures; Quorum; and Voting. Each committee shall determine its own time and manner of conducting its meetings. The presence of a majority of the members of the committee (present in person, by telephone or other communications equipment by means of which all persons participating in the meeting can hear each other) shall constitute a quorum, and the vote of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. A committee may act informally by written consent of all of its members (including electronic transmission). Notwithstanding the foregoing, the Strategic Review Committee shall act in accordance with the procedures set forth in the Certificate of Incorporation.

ARTICLE V OFFICERS

Section 5.1. Officers of the Corporation. The officers of the Corporation shall consist of at least a Chairman of the Board, Chief Executive Officer, and a Secretary (or person that fulfills the function of a Secretary, including recording the proceedings of meetings of the stockholders and Board in a book to be kept for that purpose) and may include such other officers as are appointed by the Board, including but not limited to a President, a Chief Financial Officer, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries and one or more Assistant Treasurers. Any two or more offices may be held by the same person, except that the Secretary may not hold the office of President.

Section 5.2. Tenure and Appointment; Removal. All officers of the Corporation shall hold office for such term as the Board may prescribe or until their death, disqualification, resignation or removal and their successors are elected and qualified. Any officer of the Corporation may be removed by the Board with or without cause.

Section 5.3. Powers and Duties. Each of the officers of the Corporation shall, unless otherwise ordered by the Board, have such powers and duties as provided for in these bylaws and as customarily pertain to the respective office, and such further powers and duties as from time to time may be conferred by the Board or the Chief Executive Officer, or by an officer delegated such authority by the Board.

Section 5.4. Chairman of the Board. The Chairman of the Board shall have the responsibility for the management of the affairs of the Board, including but not limited to, presiding at meetings of the stockholders and at meetings of the Board as provided in these Bylaws, unless the Board or the Chairman of the Board shall otherwise designate. The Chairman of the Board shall also have such powers and duties as may from time to time be assigned by the Board (which may or may not include executive responsibilities).

Section 5.5. Chief Executive Officer. Subject to the supervision of the Board, the Chief Executive Officer shall be responsible for managing the affairs of the Corporation. The Chief Executive Officer shall have general control and supervision of the policies and operations of the Corporation and shall have the authority to execute all orders and resolutions of the Board. The Chief Executive Officer shall have direction of officers of the Corporation and the authority to cause the employment of employees and the appointment of agents of the Corporation as the conduct of the business of the Corporation may require. Subject to the authorization of the Board, the Chief Executive Officer shall have the authority to appoint, establish the duties of, determine the compensation of, and remove officers, employees and agents of the Corporation. The Chief Executive Officer shall also have such duties and powers as usually and customarily associated with the office of the Chief Executive Officer.

Section 5.6. Secretary and Assistant Secretaries. The Secretary (or person that fulfills the function of a Secretary) shall attend all meetings of the Board and of the stockholders, and shall record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the committees of the Board when required. The Secretary shall give, or cause to be given, notice of meetings of the stockholders and of the Board and of committees of the Board. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Chairman of the Board, the Chief Executive Officer, the President, a Vice President, shall affix the same to any instrument requiring it, and when so affixed it shall be attested by his or her signature or by the signature of an Assistant Secretary. The Secretary shall have such other powers and duties as may be delegated to him or her by the Board, the Chief Executive Officer, or the President. The Assistant Secretaries (or person that fulfills the function of a Secretary) shall, in case of the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall have such other powers and duties as may be delegated to them by the Board, the Chief Executive Officer, the President or the Secretary.

Section 5.7. President. If a President of the Corporation has been appointed, the President shall be the chief operating officer of the Corporation, shall see that all orders and resolutions of the Board are carried into effect and shall perform such duties and exercise such powers and have such limitations as may be assigned to him or her or from time to time by the Board. In the event of absence or disability of the Chief Executive Officer, the duties of the Chief Executive Officer shall be performed, and his or her powers may be exercised, by the President, subject to the supervision of the Board or as otherwise provided by the Board. The President shall have the duties and powers of the Treasurer if no Treasurer is elected and shall have such other duties and powers as the Board may from time to time prescribe.

Section 5.8. Chief Financial Officer. The Chief Financial Officer shall exercise the powers and perform the duties of the office of the chief financial officer and in general shall have overall supervision of the financial operations of the Corporation. The Chief Financial Officer shall perform such other duties as may be assigned to him or her from time to time by the Board, the Chief Executive Officer, or the President, as applicable. The Chief Financial Officer shall also have such duties and powers as usually and customarily associated with the office.

Section 5.9. Treasurer and Assistant Treasurers. The Treasurer shall have the custody of the corporate funds and securities, and shall deposit or cause to be deposited under his or her direction all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board or pursuant to authority granted by it. The Treasurer shall render to the Board, whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer

shall have such other powers and duties as may be delegated to him or her by the Board, the Chief Executive Officer, or the President. The Assistant Treasurers shall, in case of the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall have such other powers and duties as may be delegated to them by the Board, the Chief Executive Officer, the President or the Treasurer.

Section 5.10. Vice Presidents. Any Vice Presidents shall have such powers and duties as may be delegated to them by the Board, the Chief Executive Officer, or the President.

ARTICLE VI AMENDMENTS

Section 6.1. Amendments. As set forth in the Certificate of Incorporation, the Board shall have the power to adopt, amend or repeal these Bylaws, from time to time. These Bylaws may also be amended or repealed or new bylaws of the Corporation may be adopted, by the vote of the holders of at least 66 2/3% in voting power of the shares of the Corporation then entitled to vote in the election of the directors. Notwithstanding the foregoing, if Thermo Capital Partners, L.L.C. and its affiliates (as defined in Section 203 of the DGCL) (“**Thermo**”) owns beneficially a majority in voting power of the outstanding shares of the Corporation entitled to vote in the election of the directors, these Bylaws may be amended or repealed by the vote of the holders of a majority in voting power of the shares of the Corporation then entitled to vote in the election of the directors.

ARTICLE VII CERTIFICATES OF STOCK AND THEIR TRANSFER

Section 7.1. Form of Stock Certificates. Shares of capital stock in the Corporation may be issued in uncertificated or certificated form, as the Board may determine from time to time. Upon request, every holder of uncertificated shares shall be entitled to have a certificate(s) for the holder’s shares of the Corporation’s capital stock. If the Board elects to issue certificated shares such certificates shall be signed as permitted by law and shall evidence the number and class (and series, if any) of shares of the Corporation’s capital stock owned and contain such other information as required by law and as approved by the Board. The Board may appoint one or more transfer agents and/or registrars of transfers and may require all certificates of shares to bear the signature of the transfer agent or registrar, and to be in such form and meet any such additional requirements to utilize any certification system provided by or maintained by the transfer agent or registrar. Where a certificate is countersigned by a transfer agent other than the Corporation or one of its employees, or by a registrar, other than the Corporation or one of its employees, any other signature on the certificate may be a facsimile or other electronic signature permitted by law. In case any officer, transfer agent or registrar who has signed or whose facsimile or electronic signature has been placed on a certificate shall have ceased to be such officer, transfer agent or registrar before the certificate is issued, the certificate may nevertheless be issued by the Corporation with the same effect as if he, she or it were still such officer, transfer agent or registrar at the date of issue. As used herein, the term “**certificated shares**” means shares represented by instruments in bearer or registered form, and the term “**uncertificated shares**” means shares not represented by instruments and the transfers of which are registered upon books maintained for that purpose by or on behalf of the Corporation. Except as otherwise expressly required by law, the rights and obligations of the holders of stock (whether certificated or uncertificated) of the same class and series shall be identical.

Section 7.2. Transfers. Shares of stock of the Corporation represented by a certificate may be transferred on the books of the Corporation only (i) by delivery of the certificate endorsed either in blank or to a specified person by the stockholder of record according to the certificate or (ii) by delivery of the certificate accompanied either by a separate document containing a written assignment of the certificate or by a written power of attorney to sell, assign, and transfer the same, or shares represented thereby, signed by the stockholder of record according to the certificate. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares, the transfer of the shares shall be recorded upon the books of the Corporation. Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice evidencing the shares and containing the information required to be set forth on a certificate for those shares by the DGCL or, unless otherwise provided by the DGCL, a statement that the Corporation will furnish without charge to each stockholder

who so requests a statement of the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of those preferences and/or rights. The Corporation shall be entitled to recognize and enforce any lawful restriction on the transfer of any shares. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of the State of Delaware.

Section 7.3. Lost Certificates. The Board or an authorized officer of the Corporation may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation that is alleged to have been lost, stolen or destroyed, upon the receipt of an affidavit of that fact from the person claiming the certificate to be lost, stolen or destroyed. When authorizing the issue of a new certificate, the Board or such authorized officer of the Corporation may in its discretion and as a condition precedent to the issue thereof require the owner of the lost, stolen or destroyed certificate, or the owner's legal representative, to give the Corporation a bond (or other adequate security) sufficient to indemnify the Corporation against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of the certificate or the issue of a new certificate. The Board may adopt such other provisions and restrictions regarding lost certificates that are not inconsistent with applicable law as it shall in its discretion deem appropriate.

Section 7.4. Regulations. The Board may make such additional rules and regulations as it may deem expedient concerning the issue, transfer and registration of shares of capital stock of the Corporation.

ARTICLE VIII SEAL

Section 8.1. Seal. The Corporation shall have no seal unless and until the Board adopts a seal in such form as the Board may designate or approve.

ARTICLE IX FORUM FOR ADJUDICATION OF DISPUTES

Section 9.1. Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director or officer or other employee of the Corporation to the Corporation or to the Corporation's stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty; (iii) any action asserting a claim against the Corporation or any current or former director or officer or other employee of the Corporation arising pursuant to any provision of the DGCL or the Certificate of Incorporation or these Bylaws (as either may be amended from time to time); (iv) any action asserting a claim related to or involving the Corporation that is governed by the internal affairs doctrine; or (v) any action asserting an "internal corporate claim" as that term is defined in Section 115 of the DGCL shall be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal court for the District of Delaware).

ARTICLE X GENERAL PROVISIONS

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined from time to time by the Board.

Section 10.2. Severability. If any provision of these Bylaws, or the application of any provision of these Bylaws to any person or circumstance, is held invalid, the remainder of the Bylaws and the application of such provision to other persons or circumstances shall not be affected.

Section 10.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting (including by proxy or by means of remote communication) shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 10.4. Disbursements. All checks, drafts or other demands for money and notes of the Corporation in its name and on its behalf, without further authorization, may be signed by the Chief Executive Officer, the Chief Financial Officer, the President, Treasurer or such other officer or officers or any other person or persons as are designated by the Board from time to time and any bank or depository in which the funds of the Corporation are deposited shall be conclusively protected in honoring and acting upon any check or draft signed by such officer.

Section 10.5. Conflict with Applicable Law or Certificate of Incorporation. All powers, duties and responsibilities provided for in these Bylaws, whether or not explicitly so qualified, are qualified by applicable law and the Certificate of Incorporation. Whenever these Bylaws may conflict with any mandatory provision of applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

Certification of Chief Executive Officer

I, Dr. Paul E. Jacobs, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Globalstar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2025

By: /s/ Dr. Paul E. Jacobs
Dr. Paul E. Jacobs
Chief Executive Officer (Principal Executive Officer)

Certification of Chief Financial Officer

I, Rebecca S. Clary certify that:

1. I have reviewed this quarterly report on Form 10-Q of Globalstar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2025

By: /s/ Rebecca S. Clary
Rebecca S. Clary
Chief Financial Officer (Principal Financial Officer)

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Globalstar, Inc. (the “Company”), does hereby certify that:

This quarterly report on Form 10-Q for the quarter ended March 31, 2025 of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2025

By: /s/ Dr. Paul E. Jacobs

Dr. Paul E. Jacobs

Chief Executive Officer (Principal Executive Officer)

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Globalstar, Inc. (the “Company”), does hereby certify that:

This quarterly report on Form 10-Q for the quarter ended March 31, 2025 of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 8, 2025

By: /s/ Rebecca S. Clary

Rebecca S. Clary

Chief Financial Officer (Principal Financial Officer)