

**Adopted October 23, 2006
Amended and Restated Effective as of August 7, 2014**

**GLOBALSTAR, INC.
Nominating and Governance Committee
of the Board of Directors**

Charter

Purposes

The Nominating and Governance Committee shall (1) identify, review and recommend to the Board of Directors qualified candidates to fill vacancies on the Board of Directors (consistent with any criteria approved by the Board); (2) recommend to the Board of Directors candidates to be nominated for election as directors at the Annual Meeting of Stockholders; (3) consider stockholder suggestions for nominees for director; (4) recommend to the Board of Directors the members of each committee of the Board; (5) develop and recommend to the Board the corporate governance standards, policies and practices applicable to the Company; (6) oversee, as requested by the Board, the Company's corporate governance activities; (7) review public policy matters of importance to the Company's stockholders; (8) oversee the evaluation of the Board; and (9) perform an annual evaluation of the Nominating and Governance Committee.

Membership

The Nominating and Governance Committee shall consist of at least two members and not less than half of all members shall satisfy any applicable independence requirements established by applicable rules of the NYSE MKT LLC and the Securities and Exchange Commission. The Board shall appoint the members of the Nominating and Governance Committee and its chairman. The Board shall have the power to change the membership of the Nominating and Governance Committee at any time.

Committee Authority and Responsibilities

The Nominating and Governance Committee shall:

- Develop, for Board approval, qualification criteria for Board members, and seek and interview individuals qualified to become Board members for recommendation to the Board in accordance with any criteria approved by the Board.
- Review all nominees for re-election of Board members, report to the Board regarding the results and recommend such nominees appropriate.
- Identify, upon the Board's request, potential candidates for executive management positions based on any criteria approved by the Board and report its recommendations on each candidate to the Board.

- Retain and terminate any search firm to be used to identify director or executive management candidates, with sole authority to approve the fees and other retention terms of any such firm.
- Review and reassess from time to time the adequacy of the Company's corporate governance policies and practices and recommend any proposed changes to the Board.
- Review, and make recommendations to the Board regarding, the level and forms of compensation of directors.
- Make reports to the Board whenever appropriate and necessary for the discharge of its responsibilities.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.
- Engage in such other activities as are necessary and appropriate to fulfill its stated purposes.

Meetings

The Committee shall meet as often as it determines necessary, but at least annually, to carry out its duties and responsibilities. The Committee may form subcommittees for any purpose and with such compensation, power and authority as it deems appropriate.

A majority of the members of the Committee present in person or by means of conference telephone or other communications equipment shall constitute a quorum. The Committee shall maintain minutes of its meetings.