

GLOBALSTAR, INC.
Compensation Committee
of the Board of Directors

Charter

Purposes

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Globalstar, Inc. (the “Company”) is to: (1) discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and the development of its compensation philosophies and practices generally; (2) produce an annual report for inclusion in the Company’s annual report on Form 10-K or in the proxy statement for its Annual Meeting of Stockholders in accordance with applicable Securities and Exchange Commission (“SEC”) requirements; and (3) oversee the Company’s leadership and organizational development, including review of appropriate executive succession planning.

Membership

The Committee shall be composed of at least two director members. Each member of the Committee shall be qualified to serve on the Committee pursuant to the applicable requirements of The Nasdaq Stock Market LLC (“Nasdaq”) and any additional requirements that the Board deems appropriate. To the extent deemed appropriate by the Board from time to time, members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Act”). The Board shall appoint the members of the Committee and its chairman. The Board shall have the power to change the membership of the Committee at any time. Notwithstanding the foregoing membership requirements, no action of the Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

Committee Authority and Responsibilities

The Committee shall:

- Review and approve annually corporate goals and objectives relevant to the compensation of the “executive officers” of the Company, as such term is defined in Rule 3b-7 under the Act, and evaluate the performance of such persons in light of those goals and objectives.
- Review, determine and approve all compensation of the Company’s executive officers, including its principal executive officer. The principal executive officer may not be present during voting and deliberations on his or her own compensation. Review annually the Company’s executive compensation strategies and principles to ensure that they are aligned with the Company’s business strategy and objectives, stockholder interests, desired behaviors and corporate culture, including review of the Company’s executive compensation plans to ensure that they are consistent with the Company’s compensation strategy and principles.

- Make recommendations to the Board with respect to Company incentive compensation plans, including equity-based plans.
- To the extent appropriate, serve as the “Committee” authorized to administer and interpret the Company’s 2006 Equity Incentive Plan and any other incentive compensation plans and to grant awards thereunder, in accordance with the terms of any such plans.
- Subject to limitations, if any, under regulations of Nasdaq, approve compensation payable in common stock to employees, consultants, and advisors to the Company to the fullest extent that the Board may do so.
- Review and approve the Compensation Discussion and Analysis required to be included in the Company’s annual report on Form 10-K or in the proxy statement for its Annual Meeting of Stockholders pursuant to SEC Regulation S-K, Item 402(b).
- Produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.
- The Committee may, in its sole discretion, retain or obtain the advice of any compensation consultants, outside legal counsel, or other advisers to be used to assist in the evaluation of executive officer compensation (but only after taking into consideration all factors relevant to the consultant’s independence from management, including those specified in Rule 5605(d) of the Nasdaq Listing Rules), be directly responsible for the appointment, compensation and oversight of the work of any such persons retained by the Committee, and have sole authority to approve the fees and other retention terms of any such persons.
- Evaluate and monitor the Company’s policies, strategies, plans and achievements relating to executive development, attraction, retention and succession.
- Make reports to the Board whenever appropriate and necessary to 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.
- Engage in such other activities as are necessary and appropriate to fulfill its stated Purposes.

The Company shall provide for appropriate funding, as determined by the Committee for the payment of reasonable compensation to any compensation consultant retained by the Committee.

Meetings

The Committee shall meet as often as it determines necessary, generally twice a year, to carry out its duties and responsibilities. The Committee may form subcommittees for any purpose and with such membership, 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.