

GLOBALSTAR, INC.
Strategic Review Committee
Of the Board of Directors

Charter

This Charter, effective as of December 28, 2018, is the charter of the Strategic Review Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Globalstar, Inc., a Delaware corporation (the “*Company*”). This Charter is the original charter of the Committee. This Charter will be made available on the Company’s website at www.globalstar.com and in print to any stockholder who requests it.

This Charter will be reviewed annually by the Committee and is subject to modification by the Board, subject to the provisions of the Amended and Restated Certificate of Incorporation of the Company (as amended from time to time, the “Certificate of Incorporation”).

To the extent not otherwise defined herein, capitalized terms shall have the meaning provided for in the Certificate of Incorporation.

Term of Existence

The Committee shall remain in existence through the end of the Relevant Time Period.

Committee Purpose, Authority, and Responsibilities

Unless the Committee is prohibited under applicable law from having the power or authority to act on any of the following matters, the Committee shall have exclusive responsibility for oversight, review, and approval (to the extent permitted by law) or disapproval of the following:

- (i) any acquisition by Thermo of additional newly-issued securities of the Corporation (other than pursuant to a Permitted Financing, a Debt Conversion or an Option Conversion);
- (ii) any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Corporation or any of its subsidiaries;
- (iii) any sale or transfer of a material amount of assets of the Corporation or any sale or transfer of assets of any of the Corporation’s subsidiaries which are material to the Corporation;
- (iv) any change in the Board, including any plans or proposals to change the number or term of directors; other than:

- a. nominations for election or reelection to the Board (except nominations for election or reelection of Minority Directors in connection with the end of a term of a Minority Director, which shall be within the authority of the Committee); and
 - b. nominations and appointments of individuals to fill vacancies or newly created directorships (except nominations and appointments to fill vacancies of Minority Director seats, which shall be within the authority of the Committee);
- (v) any material changes in the present capitalization or dividend policy of the Corporation (other than pursuant to a Permitted Financing, a Debt Conversion or an Option Conversion);
 - (vi) any other material changes in the Corporation's lines of business or corporate structure (other than pursuant to a Permitted Financing, a Debt Conversion or an Option Conversion); and
 - (vii) any transaction between the Corporation, on the one hand, and one or more of the Thermo Stockholders, on the other hand, that has a value (as determined in good faith by the Committee) in excess of \$250,000, except for any Permitted Financing, any Debt Conversion, any Option Conversion, and the matters set forth on a Schedule delivered by counsel to defendants in the Action to counsel to plaintiffs in the Action pursuant to the Judgment and on file at the Corporation's headquarters.

To the extent that any of the foregoing matters cannot be approved solely by the Committee and requires approval of the full Board under applicable law, the Corporation shall not have the power to take such action, and any such action shall be void *ab initio*, unless such action is approved by the Board only after the approval of such action has been recommended to the Board by the Committee.

For purposes of the above, the Committee will have the authority and responsibility, in its sole discretion, to select, employ, retain, and terminate any financial, legal or executive search advisor (with respect to such executive search advisor, solely for the purpose of selection of nominees for Minority Directors), in any instance where the Committee needs to retain such advisors to assist with Committee undertakings, including the authority to approve such advisor's fees and other retention terms. The fees and costs of such advisors shall be borne by the Company.

For purposes of the above, the Committee members will have full and unrestricted access to any relevant Company records and may request, at its sole discretion, that any officer or other employee of the Company or the Company's outside counsel or accountants meet with any members of, or consultants to, the Committee.

The Committee may form subcommittees for any purpose and with such compensation, power and authority as it deems appropriate in carrying out its responsibilities.

Nomination and Appointment of Minority Directors

During the Relevant Time Period, vacancies in any directorship previously held by a Minority Director may be filled only 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 Minority Directors.

Membership

The Committee shall be composed of four (4) directors, two of whom shall consist of the then-serving Minority Directors (as defined in the Certificate of Incorporation), and the other two of whom shall be independent directors (as determined in good faith by the Board, but at a minimum, who would qualify (as determined in good faith by the Board) as “independent directors” under the rules and regulations of the New York Stock Exchange) (an “Independent Director”).

At no time shall Mr. Jay Monroe serve on the Committee; *provided that* the Committee may consult with Mr. Monroe as it deems appropriate.

Notwithstanding anything to this Charter or in the Certificate of Incorporation to the contrary, solely for purposes of constituting the Strategic Review Committee, the requirement of an Independent Director shall be waived for one time (and one time only) to allow Mr. Tim Taylor to be appointed to and serve on the Strategic Review Committee.

Notwithstanding anything in this Charter or in the Certificate of Incorporation to the contrary, during a fourteen (14) day period commencing on the date six (6) months after the adoption by the Board of the resolution establishing the Strategic Review Committee, and recurring at each six (6) month interval thereafter for as long as Mr. Taylor is serving on the committee, the Minority Directors may, by notice signed by each Minority Director and delivered to the Secretary of the Corporation, remove Mr. Taylor as a member of the Strategic Review Committee with or without cause (at which time Mr. Taylor shall be disqualified from serving on the Strategic Review Committee and shall not be deemed an Independent Director for any purpose). In the event that Mr. Taylor departs from the Strategic Review Committee for any reason whatsoever, the Board shall appoint Michael Lovett to serve on the Strategic Review Committee in Mr. Taylor’s place, unless Mr. Lovett is no longer a director of Globalstar, in which case the Board shall appoint an Independent Director to serve on the Strategic Review Committee in Mr. Taylor’s place.

The Committee and its Chairman shall be appointed annually by the Board, subject to the membership restrictions provided in the Certificate of Incorporation.

Meetings

The Committee shall meet as often as it determines necessary, but at least quarterly (either telephonically or in-person), to carry out its duties and responsibilities. Outside of meetings, the Committee may act upon the unanimous written consent of its members.

A majority of the members of the Committee shall constitute a quorum and an affirmative vote a majority of its authorized number of members (regardless of vacancies thereon) shall be necessary in order to take action at a meeting; provided that, (i) to the extent the Committee fails to obtain such vote on any particular matter of business before it, the Committee shall consult with the Board until such vote is obtained, and (ii) in the event the Committee cannot obtain such vote for any single nominee for Minority Director, then the Committee shall nominate two (2) such nominees for each Minority Director seat subject to election, and the members of the Committee who are Minority Directors shall each have three votes with respect to one nominee for Minority Director and the members of the Committee who are not Minority Directors shall each have three votes with respect to the other nominee for Minority Director. For the avoidance of doubt, pursuant to the immediately preceding sentence, the Committee may nominate and include on the annual or special meeting proxy card two candidates for a Minority Director seat.

In the event that the Strategic Review Committee is required to review a Related Party Transaction, the Strategic Review Committee may convene (for purposes of discussions but not to vote) in executive session outside the presence of any employee or Affiliate of the Thermo Parties.

The Committee shall maintain written minutes of its meetings. The minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board and the Secretary of the Company. Meeting minutes will include: the agenda, date and location of the meeting, list of attendees, copies of discussed or presented materials and a written record of actions and recommendations made by and agreed to by the Committee.