

## **ORBCOMM INC.**

### **Nominating and Corporate Governance Committee Charter**

#### **General**

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of ORBCOMM Inc. (the “Company”).

#### **Composition**

The members of the Committee shall consist of at least three members of the Board who shall be designated by the Board, on the recommendation of the Committee, in accordance with the Company’s Bylaws and Guidelines on Corporate Governance, and shall serve at the discretion of the Board. One member of the Committee shall be designated Chair of the Committee.

All members of the Committee shall meet the independence requirements established by the Board and applicable laws, regulations and stock exchange listing requirements, subject to applicable phase-in rules.

#### **Authority and Responsibilities**

*General.* The general purpose of the Committee is to assist the Board in fulfilling its responsibilities with respect to the governance of the Company. These responsibilities include making recommendations to the Board concerning (1) the size and composition of the Board, the qualifications and independence of the directors, and the recruitment and selection of individuals to stand for election as directors; and (2) the organization and operation of the Board, including the nature, size and composition of committees of the Board, the designation of committee Chairs, the designation of a Chairman of the Board or similar position, and the distribution of information to the Board and its committees.

In addition, the Committee is responsible for overseeing the Company’s corporate governance policies, practices and programs, including its relationships and communications with institutional investors and other interested parties.

Without limiting the foregoing, the Committee shall have the following specific authorities and responsibilities:

1. The Committee shall periodically assess the size and composition of the Board in light of the Company’s operations and other relevant factors.
2. The Committee shall periodically evaluate and recommend modifications of qualifications and other criteria for service as a director, including criteria for director independence and service on one or more Board committees.

3. The Committee shall prepare and submit to the Board for approval (not less frequently than every three years), and monitor compliance with, the criteria for service as a director, as well as for service on a particular Board committee, set forth in the Company's Board Membership Criteria. In addition, no member of the Company's senior management may serve on the board of directors (or similar body) or any board committee of another entity (other than not-for-profit entities) without first obtaining the approval of the Committee.
4. On an annual basis, the Committee shall review and recommend whether existing directors whose term expires at the next election of director shall be nominated for re-election, based upon the needs of the Company and other relevant factors. As part of this responsibility, the Committee shall evaluate and make recommendations to the Board with respect to waiving the Company's Guidelines on Corporate Governance concerning age and term limits of directors.
5. The Committee shall identify individuals qualified to become directors, consistent with the Board Membership Criteria; shall coordinate and assist the Board in the recruitment of new directors; and shall select or recommend to the Board candidates for election as directors, including the director nominees for the Company's annual meeting of stockholders. The Committee shall have sole authority to retain and terminate any search or similar firms to be used to identify candidates for election as director, including sole authority to approve the fees and other terms on which any such firm is retained.
6. The Committee shall evaluate and make recommendations to the Board concerning the nature and composition of Board committees, including the designation of committee Chairs, Board committee structure and operations, and the extent to which committee assignments should be rotated over time.
7. The Committee shall coordinate, at least annually, a self-assessment by the Board of its operations and performance and the overall operations and performance of the Board committees generally, and shall prepare an assessment of the Board's performance that shall be discussed with the Board.
8. The Committee shall evaluate and make recommendations concerning the process for distribution of information to the Board and its committees, including the content and timing of delivery of materials relating to meetings of the Board and Board committees as well as general information about the Company and its operations.
9. The Committee shall periodically evaluate the Company's Guidelines on Corporate Governance in light of current best practices and other relevant factors, and shall recommend to the Board any changes in such Principles deemed necessary or appropriate.
10. The Committee shall review any proposed changes to the Company's Certificate of Incorporation, Bylaws and other documents affecting the rights of the

Company's stockholders or otherwise affecting the Company's corporate governance, and shall make recommendations to the Board with respect to any such changes.

11. The Committee shall be responsible for overseeing the implementation and maintenance of director orientation and education programs.
12. In coordination with the Compensation Committee, the Committee may evaluate the performance of the Chief Executive Officer in light of corporate goals and objectives approved by the Compensation Committee.

*Proxy Statement Report.* The Committee shall consider rendering (but shall not be required to render) a report on the Committee's activities and achievements for inclusion in the Company's proxy statements.

### **Delegation of Authority**

The Committee may delegate authority to one or more members or subcommittees when deemed appropriate, provided that the actions of any such members or subcommittees shall be reported to the full Committee no later than at its next scheduled meeting.

### **Counsel and Other Advisors; Company Funding Obligations**

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain and terminate the retention of independent legal counsel (which may be the Company's normal outside counsel) or other advisors to assist the Committee in carrying out its responsibilities, including any search or similar firm retained to identify candidates for election as director. The Company shall provide for appropriate funding, as determined by the Committee, to pay any such counsel or other advisors retained by the Committee, as well as any search or similar firms retained by the Committee to identify candidates for election as director and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Meetings; Executive Sessions**

The Committee shall meet as often as it deems necessary. The Committee shall meet periodically in separate executive sessions, with or without such officers or other employees of the Company, counsel to the Company, counsel or other advisors to the Committee, or other parties, as the Committee may determine. Meeting agendas will be prepared and provided in advance to the Committee, together with appropriate briefing materials. The Committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board pursuant to the Company's Bylaws.

### **Reports to the Board; Minutes**

The Committee shall make regular reports to the Board regarding the Committee's activities. Minutes of the meetings and other actions of the Committee shall be prepared and submitted for approval by the Committee and shall be furnished to the Board at regular intervals.

### **Committee Self-Assessment**

The Committee shall conduct an annual self-assessment of its performance with respect to its purposes and the authority and responsibilities set forth in this Charter. The results of the self-assessment shall be reported to the Board.

### **Committee Charter**

This Charter shall be subject to review and approval by the Board. The Committee shall review this Charter annually and adopt any changes deemed appropriate, subject to approval by the Board.

Approved by the Board of Directors: August 30, 2006

Effective as of November 2, 2006