

# ORBCOMM INC.

## Compensation Committee Charter

### General

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Compensation 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 Nominating and Corporate Governance Committee of the Board, 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. In addition, each member shall qualify as an “outside director” of the Company, as such term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, and as a “non-employee director” of the Company, as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or in any successor provision to either of the foregoing.

### Authority and Responsibilities

*General.* The general purpose of the Committee is to assist the Board in fulfilling its responsibilities, with respect to oversight and determination of executive compensation and human resources matters. Without limiting the foregoing, the Committee shall have the following specific authorities and responsibilities:

1. The Committee shall be directly responsible for (a) reviewing and approving corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer; (b) in coordination with the Nominating and Corporate Governance Committee, evaluating his or her performance in light of those goals and objectives; and (c) determining and approving his or her compensation based upon such evaluation.
2. The Committee shall determine the compensation of senior executives other than the Chief Executive Officer, including determinations regarding equity-based and other incentive compensation awards.
3. Subject to the foregoing, the Committee shall determine and approve the terms and conditions of the employment of senior executives of the Company, by contract or otherwise.

4. The Committee shall (a) from time to time, as it deems appropriate, review and recommend that the Board approve all executive compensation plans and programs, including incentive compensation and equity-based plans and programs; (b) administer such plans and programs in accordance with and subject to their terms; (c) monitor and review such plans and programs to determine, among other things, whether they are achieving their intended purposes; and (d) recommend modifications to such plans and programs.
5. Except as set forth in item 6 below, if a compensation consultant is to assist the Committee in the evaluation of compensation matters, the Committee shall have the authority to retain and terminate any such consultant, including the authority to approve the fees and other terms on which any such consultant is retained.
6. The Committee shall evaluate and make recommendations regarding the compensation of non-employee directors and shall be responsible for the administration of any plans or programs providing for the compensation of non-employee directors, such as retainers, committee chair fees, stock options and other similar items as appropriate, and consistent with the Company's Guidelines on Corporate Governance. If a compensation consultant is to assist in the evaluation of non-employee director compensation, the Committee may, at the request of the Nominating and Corporate Governance Committee, act jointly with such Committee to retain and terminate any such consultant, including approval of the fees and other terms on which any such consultant is retained.

*Consultation with Other Independent Directors.* In carrying out its responsibilities the Committee may consult with other independent members of the Board, so that its recommendations and actions reflect, to the extent appropriate, the collective views of the Committee and the independent members of the Board.

*Proxy Statement Report on Executive Compensation.* The Committee shall prepare the compensation committee report required by Securities and Exchange Commission's rules to be included 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. 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 compensation consulting firms retained by the Committee

to assist in the evaluation of Chief Executive Officer, senior executive or non-employee director compensation 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