

## IRIDIUM COMMUNICATIONS INC.

### AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE

#### PURPOSE AND POLICY

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Iridium Communications Inc. (the “*Company*”) shall be to (i) act on behalf of the Board in fulfilling the Board’s responsibilities to oversee the Company’s compensation policies, plans and programs, (ii) review and determine the compensation to be paid to the Company’s executive officers and directors and other members of senior management, as determined from time to time by the Committee, (iii) review, discuss with management and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“*CD&A*”) for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements to be filed with the Securities and Exchange Commission (the “*SEC*”) and (iv) prepare, review and approve the Committee report on executive compensation to be included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time. The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other employee benefits and benefit plans.

The policy of the Committee, in discharging these obligations, shall be to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward, assessed on a relative basis at all levels within the Company and in proportion to individual contribution and performance, and to establish appropriate incentives for management to further the Company’s long-term strategic plan and avoid undue emphasis on short-term market value.

#### COMPOSITION

The Committee shall consist of at least three Independent Directors. “*Independent Directors*” are members of the Board who satisfy the independence requirements of The NASDAQ Stock Market (“*NASDAQ*”) applicable to compensation committee members, as in effect from time to time, when and as required by NASDAQ, including any exceptions permitted by these requirements. At least a majority of the members of the Committee shall satisfy the “*non-employee director*” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended from time to time (the “*Exchange Act*”). At least a majority of the members of the Committee shall satisfy the “*outside director*” standard within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”). A member of the Committee who does not meet the non-employee director standard shall abstain from the actions of the Committee, as the Committee shall determine, when taking actions that, under Section 16b-3 of the Exchange Act, may only be taken by non-employee directors. A member of the Committee who does not meet the outside director standard shall abstain from the actions of the Committee, as the Committee shall determine, when taking actions that, under Section 162(m) of the Code, may only be taken by outside directors. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed

by the Board in its discretion. Vacancies occurring on the Committee shall be filled by the Board. The Committee's chairperson shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. If the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The chairperson (or in his or her absence, a member designated by the chairperson) shall preside at all meetings of the Committee.

## **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require (i) the vote of a majority of the members present at a meeting of the Committee at which a quorum is present or (ii) a unanimous written consent of the members of the Committee then serving. Minutes of each meeting of the Committee, and each unanimous written consent of the members of the Committee, shall be prepared and distributed to each director of the Company and to the Secretary of the Company after each meeting and shall be placed in the Company's minute book. The chairperson of the Committee shall report to the Board from time to time regarding the activities of the Committee, whenever requested to do so by the Board. The Committee may also submit for the Board's ratification any of its actions taken under the authority of this Charter.

## **AUTHORITY**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder, including human resources, finance, legal or other personnel preparing the CD&A for the Company's reports to be filed with the SEC. The Committee shall have the authority, in its sole discretion, to retain or obtain advice and assistance from a compensation consultant, internal or external legal counsel, accounting or other advisors and consultants it deems necessary or appropriate in carrying out its duties. The Committee shall have authority to determine appropriate compensation for any such advisor retained by the Committee, which reasonable compensation shall be funded by the Company. Other reasonable expenditures for external resources that the Committee deems necessary or appropriate in the performance of its duties are permitted, unless prohibited by NASDAQ Listing Rules or applicable law.

The Committee may form and delegate authority to subcommittees as appropriate, including, but not limited to, (1) if deductibility of "performance-based" compensation under Section 162(m) of the Code is desired, (i) a subcommittee composed of at least two members of the Committee who are "outside directors" under Section 162(m) (and with any directors who are not "outside directors" abstaining or recusing themselves) (any such subcommittee, a "**Section 162(m) Committee**") and (ii) a subcommittee composed of one or more members of the Committee to grant stock awards and other forms of compensation under the Company's equity incentive plans to persons who are not (a) "Covered Employees" under Section 162(m) of the Code, (b) individuals with respect to whom the Company wishes to comply with Section 162(m) of the Code or (c) then subject to Section 16 of the Exchange Act; or (2) if an exemption from Section 16(b) of the Exchange Act under Rule 16b-3 is desired, a subcommittee composed solely of at least two members of the Committee who are "non-employee directors" under Rule 16b-3

(and with any directors who are not “non-employee directors” abstaining or recusing themselves) to grant awards of equity securities and to take such other actions as may be necessary or appropriate to qualify transactions in the Company’s equity securities under the Rule 16b-3 exemption. Without limiting the generality of the foregoing, the Committee may form and delegate authority to a committee composed solely of employees of the Company to serve as an administrative and/or investment committee, with fiduciary responsibilities under the Employee Retirement Income Security Act of 1974 (“ERISA”), with respect to one or more Company employee benefit plans that are subject to ERISA.

In addition, notwithstanding the foregoing paragraph or any other provision in this Charter, if deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, only the Committee or a Section 162(m) Subcommittee shall approve compensation intended to qualify for the “performance-based compensation” exception of Section 162(m) (“*Section 162(m) Compensation*”). Approval of Section 162(m) Compensation shall include but not be limited to, the grant of stock options and the establishment, evaluation and certification of achievement of performance goals related to cash or equity compensation. Nothing in this Charter requires the Committee to grant compensation that qualifies for the “performance-based compensation” exemption of Section 162(m). To the extent that any provision of this charter implicates Section 162(m) Compensation and deductibility of “performance-based” compensation under Section 162(m) of the Code is desired, references in such provision to the Committee shall include the Section 162(m) Committee, if any.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The approval of this Charter by the Board of Directors shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

To implement the Committee’s purpose and policies, the Committee shall be charged with the following duties and responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of NASDAQ, deviate from these activities as appropriate under the circumstances:

**1. Overall Compensation Strategy.** The Committee shall be responsible for reviewing, modifying (as needed) and approving (or, if it deems appropriate, making recommendations to the full Board) regarding the overall compensation strategy and policies for the Company, including:

- reviewing, modifying (as necessary), certifying achievement of and approving, or other than with respect to Section 162(m) Compensation, evaluating and recommending to the Board for approval, corporate and individual performance goals and objectives, which shall support and reinforce the Company’s strategic goals, relevant to the compensation of the Company’s executive officers and other senior management, as appropriate;

- reviewing and approving, or, other than with respect to Section 162(m) Compensation, evaluating and recommending to the Board for approval, the compensation plans, programs and agreements advisable for the Company, as well as modifying, suspending or terminating, or, other than with respect to Section 162(m) Compensation, evaluating and recommending to the Board for approval the modification or termination of, existing plans, programs and agreements;
- establishing policies with respect to equity compensation arrangements;
- reviewing regional and industry-wide compensation practices and trends to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry; however, the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid;
- reviewing, approving and modifying (as necessary), or, other than with respect to Section 162(m) Compensation, evaluating and recommending to the Board for approval, the terms of any employment agreements, severance arrangements, change-of-control protections and any other compensatory arrangements (including, without limitation, perquisites and any other form of compensation) for the Company's executive officers and other senior management, as appropriate;
- reviewing, approving and modifying (as necessary), or, other than with respect to Section 162(m) Compensation, evaluating and recommending to the Board for approval, any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, taking into account the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit the Company;
- reviewing the Company's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine whether such compensation policies and practices are reasonably likely to have a material adverse effect on the Company;
- reviewing and considering the results of any advisory vote on executive compensation;
- considering and, if appropriate, establishing, monitoring, amending and terminating stock ownership guidelines designed to encourage or require executive officers and non-employee directors to acquire and hold a meaningful equity interest in the Company; and
- evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

**2. Compensation of Chief Executive Officer.** The Committee shall review, determine and approve (or, if it deems appropriate, recommend to the Board for determination and approval, other than with respect to Section 162(m) Compensation) the compensation and other terms of employment of the Company's Chief Executive Officer and shall evaluate the Chief Executive Officer's performance in light of relevant corporate and individual performance goals and objectives, taking into account, among other things, the policies of the Committee and the Chief Executive Officer's performance in:

- fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards;
- developing and executing the Company's long-term strategic plan and conducting the business of the Company in a manner appropriate to enhance long-term stockholder value;
- achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer as established by the Committee; and
- achieving the Chief Executive Officer's individual performance goals and objectives.

In determining the incentive component of the Chief Executive Officer's compensation, the Committee should seek to achieve an appropriate level of risk and reward, taking into consideration the Company's performance and relative stockholder return, the potential benefits and costs to the Company of the award, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the Company's Chief Executive Officer in past years, and such other criteria as the Committee deems advisable. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

**3. Compensation of Other Executive Officers and Senior Management.** The Committee shall review, approve, modify (as necessary) and certify the achievement of (or, if it deems appropriate, other than with respect to Section 162(m) Compensation, recommend to the Board for determination and approval) the individual and corporate performance goals and objectives of the Company's other executive officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder) and any other key personnel (including individuals who are or may become "covered employees" as defined under Section 162(m) of the Code) as deemed appropriate by the Committee. The Committee shall review, determine, approve and modify (as appropriate) (or, if it deems appropriate, recommend to the Board for determination and approval) the compensation (other than with respect to Section 162(m) Compensation) and other terms of employment of each such executive officer or other senior management, taking into consideration the individual's success in achieving his or her individual performance goals and objectives and the corporate performance goals and objectives deemed relevant to the individual as established by the Committee, as well as in fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards, as well as any recommendation by the Chief Executive Officer.

**4. Compensation of Directors.** The Committee shall review and approve (or, if it deems appropriate, recommend to the Board for determination and approval) the type and amount of compensation to be paid or awarded to Board members, including consulting, retainer, Board meeting, committee and committee chair fees and stock option grants or other stock awards, as well as any changes considered appropriate.

**5. Selection of Compensation Consultants, Legal Counsel and Other Advisers.** The Committee shall have the authority, in its sole discretion, to retain (or obtain the advice of) any, compensation consultant, legal counsel or other advisers (referred to collectively as “advisers”) to assist it in the performance of its duties, only after taking into consideration the factors specified in NASDAQ Listing Rule 5605(d)(3) or any successor provision. However, nothing in this provision requires that any advisers be independent. The Committee need not conduct this independence assessment with respect to (a) in-house legal counsel; or (b) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees; or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any advisers engaged for the purpose of advising the Committee, and such advisers shall report directly, and be accountable, to the Committee. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any adviser or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

**6. Administration of Benefit Plans.** The Committee shall provide oversight of the Company’s stock option plans, stock appreciation rights plans, pension and profit sharing plans, incentive plans, stock bonus plans, stock purchase plans, bonus plans, deferred compensation plans and similar programs, except as otherwise provided in this Charter. Such oversight includes, but is not limited to, reviewing, adopting, amending, suspending and terminating such plans and programs. For avoidance of doubt, the Committee shall have full power and authority to administer these plans and programs, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans. The Committee shall have the power, to the extent consistent with applicable law, to delegate certain of its powers under this Section 6 to one or more officers of the Company.

**7. Insurance Coverage.** The Committee shall review and establish appropriate insurance coverage for the Company’s directors and executive officers.

**8. Compensation Discussion and Analysis.** The Committee shall review, discuss with management, and approve the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements for inclusion in

the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements, as applicable.

**9. Compensation Proposals.** The Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including the frequency of advisory votes on executive compensation.

**10. Committee Report.** The Committee shall prepare, review and approve the Committee report on executive compensation to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

**11. "Say-on-Pay" Results.** If and as required by applicable SEC rules and regulations, the Committee shall take into account the results of the most recent advisory vote of the Company's stockholders on executive compensation in fulfilling its responsibilities.

**12. Conflict-of-Interest Disclosure.** The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant that had any role in determining or recommending the amount or form of executive or director compensation (except as set forth in clauses (a) and (b) of Section 5 above) or was retained by the Committee or management and how such conflict is being addressed for disclosure in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

**13. Committee Self-Assessment.** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this Charter at least annually, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.