

## **ORBCOMM INC.**

### **Audit Committee Charter**

#### **General**

The purpose of this Charter is to set forth the composition, authority and responsibilities of the Audit 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 of 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 and experience requirements established by the Board and applicable laws, regulations and stock exchange listing requirements. All members of the Committee shall be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years. At least one member of the Committee shall in the judgment of the Board be an “audit committee financial expert” as defined by the rules and regulations of the Securities and Exchange Commission (the “Commission”), and at least one member (who may also serve as the audit committee financial expert) shall in the judgment of the Board meet the financial sophistication standard as defined by the requirements of The NASDAQ Stock Market LLC (“NASDAQ”). A person who is an “audit committee financial expert” will also be presumed to have financial sophistication.

No member of the Committee may serve on the audit committees of more than two other publicly traded companies at the same time. For this purpose, service on the audit committees of a parent and its majority-owned subsidiaries counts as service on a single audit committee.

#### **Authority and Responsibilities**

##### *General.*

The general purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (1) the integrity of the Company’s financial statements; (2) the Company’s compliance with legal and regulatory requirements, including those relating to accounting and financial reporting; (3) the qualifications, independence, and performance of the Company’s independent auditor; (4) the preparation of the reports that the rules of the Commission require be included in the Company’s annual proxy statement; (5) the performance of the Company’s financial

reporting processes and systems of disclosure controls and internal controls; (6) risk assessment and risk management; (7) the Company's policies and compliance procedures regarding ethics; and (8) other duties as directed by the Board or as required by the Commission, the Public Company Accounting Oversight Board ("PCAOB"), or NASDAQ. However, the Company's management shall remain responsible for preparing financial statements that accurately and fairly present the Company's financial results and condition, and the independent accountants shall remain responsible for the audit or review of financial statements.

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

*Financial Statement and Disclosure Matters.* The Committee shall:

1. Meet to review and discuss with management and the independent auditor the Company's annual audited financial statements and other financial data and disclosures to be included in the Company's Annual Reports on Form 10-K, including reviewing the results of the independent auditor's audit of such financial statements, and recommending to the Board whether the audited financial statements should be included in the Form 10-K Reports.
2. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements and other financial data and disclosures to be included in the Company's Quarterly Reports on Form 10-Q, including reviewing the results of the independent auditor's review of such financial statements.
3. Review and discuss with management and the independent auditor the following:
  - (a) Any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects on the financial statements of alternative methods under generally accepted accounting principles ("GAAP");
  - (b) Any major issues as to the adequacy of the Company's internal controls, and any steps adopted in light of any material control deficiencies;
  - (c) Management's annual evaluation of internal controls over financial reporting and quarterly evaluation of any material changes in such controls;
  - (d) Other material written communication between the independent auditor and management such as any management letter or schedule of unadjusted differences; and
  - (e) The independent auditor's attestation report on management's annual assessment of internal control over financial reporting.

4. Review and discuss in a timely manner (but at least annually) reports from the independent auditor regarding:
  - (a) All critical accounting policies and practices to be used;
  - (b) All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative treatments and related disclosures, and the treatment preferred by the independent auditor; and
  - (c) All other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted audit differences.
5. Review and discuss with management the type and presentation of information to be disclosed in the Company's earnings press releases, including the use of non-GAAP information, as well as the type and presentation of financial information and earnings guidance to be provided to analysts and rating agencies; such discussions may be of a general nature and need not cover the specific information and/or presentations to be given.
6. Review and discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
7. Review any determination or conclusion by management that GAAP or other regulatory agency requirements necessitates a material change to one or more of the Company's assets; and therefore, requires an acceleration of depreciation or amortization, an impairment charge, or a write down of a particular asset.
8. Review and discuss with management the steps management has taken to assess, monitor and control the Company's strategic, operational, financial and compliance risks, including guidelines and policies to govern the process by which such risk assessment and risk management are undertaken.
9. Discuss with the independent auditor the matters required to be discussed under PCAOB Auditing Standards No. 16, "Communications with Audit Committees," regarding matters that arise during the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
10. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer in connection with their certification process for the Company's Annual and Quarterly Reports on Form 10-K and Form 10-Q regarding any significant deficiencies or material weaknesses in the design or operation of internal controls, or any fraud involving management or other employees having a significant role in the Company's internal controls.

11. Ensure that a public announcement of the Company's receipt of an audit opinion that contains a going concern qualification is made promptly.

*Oversight of Independent Auditor.*

The Committee shall have the sole authority to appoint or replace the independent auditor; provided, however, that this shall not preclude seeking shareholder ratification of such appointment. The Committee shall be directly responsible for the compensation, retention and oversight of the work of the independent auditor (including the resolution of any disagreements between management and the independent auditor) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee.

The Committee shall pre-approve all audit (including audit-related) services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor, subject to the *de minimis* exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended, that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may delegate to one or more of its members the authority to pre-approve audit, audit-related and permitted non-audit services, provided that decisions of any such member to pre-approve shall be presented to the full Committee at its next scheduled meeting.

In addition, the Committee shall:

1. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company.
2. Evaluate and report to the Board at least annually on its conclusions as to the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management.
3. Review and evaluate the lead partner of the independent auditor team and ensure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit, as required by law.

4. Establish clear policies regarding the Company's hiring of employees or former employees of the independent auditor.
5. Meet with the independent auditor to discuss the planning and staffing of the audit, including the attestation report relating to internal controls over financial reporting.
6. Obtain from the independent auditor on an annual basis a formal written statement delineating all relationships between the independent auditor and the Company, consistent with the applicable requirements of the PCAOB. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for the purposes of taking, or recommending that the full board take, appropriate action to oversee the independence of the outside auditor.

*Compliance Oversight Responsibilities.*

The Committee shall assist the Board in fulfilling its oversight responsibilities with respect to the Company's compliance with legal and regulatory requirements, including those relating to accounting and financial reporting. In particular (and in addition to the compliance oversight responsibilities set forth elsewhere in this Charter), the Committee shall:

1. Oversee the adoption and maintenance of procedures to ensure that all inquiries raised regarding compliance and ethics matters receive prompt review by the Company, including, as appropriate, the reporting of such matters to the Committee and the Board and the investigation of any alleged breach or violation of the Company's Standards of Business Conduct (the "Code") and the enforcement of the provisions of the Code.
2. Oversee the establishment and maintenance of a comprehensive compliance and ethics program, including an ethics and compliance training program for all employees, designed to minimize the possibility of violations of the federal securities and other laws by the Company.
3. Monitor the process for communicating to employees the Code and the compliance therewith, including (a) the maintenance and periodic review of the Code and the recommendation of any changes to the Code to the Board; (b) the maintenance and periodic review of the procedures for the receipt, retention and proper treatment of complaints regarding accounting, internal controls (including internal accounting controls) or auditing matters, which procedures shall include provisions for the confidential, anonymous submission by employees of reports or complaints concerning potential violations of law or other misconduct and concerns regarding questionable accounting, auditing or internal control matters; and (c) assuring employees that no retaliation or other negative action will be taken against any employee because he or she submits any such report or complaint.

4. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published report that raise material issues regarding the Company's financial statements and accounting policies.
5. Discuss with the Company's General Counsel legal matters that may have material impact on the financial statements or the Company's compliance policies.
6. Review and approve all related party transactions (as defined in the NASDAQ rules).
7. Keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the independent auditors the auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

#### *Committee Report.*

The Committee shall prepare the audit committee report required by the 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 usual outside counsel), or accounting 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 the independent auditor, to pay any such counsel or other advisors retained by the Committee and to pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **Limitation of Committee's Role**

While the Committee has the responsibilities and the powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

### **Meetings; Executive Sessions**

The Committee shall meet as often as it deems necessary, but no less frequently than quarterly. The Committee shall meet periodically in separate executive sessions with management and the independent auditor, and such counsel or other advisors to the Committee, or other parties, as the Committee may determine. In addition, the Committee may request any officer or other employee of the Company, counsel to the Company, or any representative of the independent auditor, to meet with the Committee, with one or more members of the Committee, or with counsel or another advisor to the Committee. 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, including issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and the performance and independence of the independent auditor. 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: February 18, 2015

Effective as of: February 18, 2015