

**IRIDIUM COMMUNICATIONS INC.**  
**AMENDED AND RESTATED CHARTER OF THE NOMINATING AND**  
**CORPORATE GOVERNANCE COMMITTEE**

**PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Iridium Communications Inc., a Delaware corporation (the “*Company*”) shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

**COMPOSITION**

The Committee shall consist of at least three members of the Board. All members of the Committee shall satisfy the independence requirements of The NASDAQ Stock Market (“*NASDAQ*”) applicable to nominating committee members, as in effect from time to time, when and as required by NASDAQ, including any exceptions permitted by these requirements. The members of the Committee and the Committee chairperson shall be appointed by the Board.

**MEETINGS AND MINUTES**

The Committee will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee will report to the Board from time to time, or whenever so requested by the Board.

**AUTHORITY**

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. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee may form and delegate authority to subcommittees as appropriate. 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 Nominating and Corporate Governance Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

**1. *Communication.*** Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant current and prospective corporate governance issues.

**2. *Committee Education/Orientation.*** Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially affect the Company will enhance the effectiveness of the Committee.

**3. *Resources.*** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

**4. *Reporting to the Board.*** The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

## **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. *Director Nominations.*** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re- election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such proposal or

recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

**2** *Board Assessment.* The Committee shall oversee an annual Board self-evaluation to determine whether the Board and its committees are functioning effectively. The Committee will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, (c) and overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

**3** *Board Committee Nominations.* The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of NASDAQ, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

**4** *Continuing Education.* The Committee shall consider instituting a plan or program for the continuing education of directors.

**5** *Corporate Governance Guidelines.* The Committee may periodically review and assess the Corporate Governance Guidelines adopted by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Business Conduct and Ethics.

**6** *Environmental, Social and Governance Matters.* The Committee shall periodically review the Company's practices and initiatives with respect to environmental, social, and governance ("*ESG*") matters expected to have a significant impact on the Company's performance, business activities or reputation. Further, the Committee shall periodically provide reports to the Board on ESG matters.

**7** *Procedures for Information Dissemination.* The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

**8** *Management Succession.* The Committee shall periodically review with the Chief Executive Officer the plans for succession to the offices of the Company's executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

**9. 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, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.