Risk Factors Comparison 2024-02-29 to 2023-03-01 Form: 10-K

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You should carefully consider the risks described below, as well as all of the information in this Report and all of the other reports we file from time to time with the SEC, in evaluating and understanding us and our business. Additional risks not presently known or that we currently deem immaterial may also impact our business operations and the risks identified in this Report may adversely affect our business in ways we do not currently anticipate. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. Risks Related to Our Business Revenue under the Service Agreements constitutes a substantial portion of our current revenues, and there is no assurance that we will receive the revenue expected under the Service Agreements. ~~The~~ **Consideration received under the** Service Agreements ~~contributed~~ - **constituted** approximately ~~24~~ **49** % of our revenue for the year ended December 31, ~~2022~~ **2023** . The Service Agreements impose a number of substantial obligations on us, provide for certain of our fees to be payable only upon satisfaction of the conditions therein and are terminable by each party. It is possible that we may fail to meet these obligations, that the conditions to the payment of such fees may not be satisfied, that our Partner' s products that employ the Services will not succeed or that the Service Agreements may be terminated. If any of these events were to occur, we would not receive the revenues we currently expect to receive under the Service Agreements, which could materially and adversely affect our business and results of operations. If we experience operational disruptions with respect to our gateways or operations center, we may not be able to provide service to our customers. Our satellite network traffic is supported by our gateways located around the globe. We operate our satellite constellation from our Network Operations Control Centers at three locations (France, California and Louisiana) to provide geo- redundancy and ongoing coverage. Our gateway facilities are subject to the risk of significant malfunctions or catastrophic loss due to unanticipated events and would be difficult to replace or repair and could require substantial lead- time to do so. In North America, we have implemented contingency coverage which allows neighboring gateways to provide services in the event of a gateway failure. Material changes in the operation of these facilities may be subject to prior FCC approval, and the FCC might not give such approval or may subject the approval to other conditions that could be unfavorable to our business. Our gateways and operations centers may also experience service shutdowns or periods of reduced service in the future as a result of equipment failure, delays in deliveries, regulatory issues or routine system testing. Equipment failures would impede our ability to provide service to our customers, which could have a material impact on our business. The actual orbital lives of our satellites may be shorter than we anticipate, and we may be required to reduce available capacity on our satellite network prior to the end of their orbital lives. Although we designed our second- generation satellites to provide commercial service over a 15- year life, we can provide no assurance as to whether any or all of them will continue in operation for their full 15- year design life. A number of factors will affect the actual commercial service lives of each satellite, including: • the amount of propellant used in maintaining the satellite' s orbital location or relocating the satellite to a new orbital location (and, for a newly- launched satellite, the amount of propellant used during orbit raising following launch); • the durability and quality of its construction; • the performance of its components; • hazards and conditions in space such as solar flares and space debris; • operational considerations, including operational failures and other anomalies; and • changes in technology which may make all or a portion of our satellite fleet obsolete. It is **also** ~~possible that the actual orbital lives of one or more of our existing satellites may be shorter than originally anticipated. Further, it is~~ possible that the total available payload capacity of a satellite may need to be reduced prior to the satellite reaching its end- of- orbital life ~~. We periodically review the expected orbital life of each of our satellites using current engineering data~~ . A reduction in the orbital life of any of our satellites could result in a reduction of revenue, the recognition of an impairment loss and an acceleration of capital expenditures. The potential impact on our revenue from a reduction in the orbital life of one or more satellites may vary depending on the satellite' s orbital location as well as the type of device and service a customer is using. Our satellites ~~may collide~~ **are exposed to a wide and unique range of risks, including collisions** with space debris **, natural disasters and other extreme space weather events, all of** which could adversely affect the performance of our constellation. Our ability to maneuver our satellites to avoid potential collisions with space debris is limited by, among other factors, uncertainties and inaccuracies in the projected orbit location of, and predicted conjunctions with, debris objects tracked and cataloged by the U. S. government. Some space debris is too small to be tracked, and therefore its orbital location is completely unknown. Debris that cannot be tracked is still large enough to potentially cause severe damage to or failure of one of our satellites should a collision occur. If our constellation experiences satellite collisions with space debris, our service could be impaired. Any such collision could potentially expose us to significant losses. ~~A~~ **Natural disasters, including collateral effects, could damage or destroy our ground stations and disrupt service to our customers. In addition, space weather, including coronal mass ejections and solar flares have the potential to impact the performance. If we experience operational disruptions with respect to a** natural disaster ~~could diminish our~~ - **or space weather event** ~~ability to provide communications service. Natural disasters could damage or destroy our ground stations and disrupt service to our customers. In addition, the collateral effects of disasters such as flooding may impair, damage or destroy our ground equipment. If a natural disaster were to impair, damage or destroy any of our ground facilities~~ , we may be ~~rendered~~ unable to provide service to our customers in the affected area, either temporarily or indefinitely ~~. Even if our gateways are not affected by natural disasters, our service could be disrupted if a natural disaster damages the public switch telephone network, terrestrial wireless networks or our ability to connect to the public switch telephone network or terrestrial wireless networks~~ . Additionally, there are inherent dangers and risk associated with our satellite operations, including the risk of increased radiation. Any such failures or service disruptions could harm our business and results of operations. The implementation of our business plan and our ability to generate income from operations assume we are able to maintain a healthy constellation and ground network capable of providing commercially acceptable levels of coverage and service quality, which are contingent on a number of factors. Our products and services are subject to the risks inherent in relying on a large-scale, complex telecommunications system employing advanced technology. Any disruption to our satellites, services, information systems or telecommunications infrastructure could result in degrading or disrupting services to our customers for an indeterminate period of time. Satellites utilize highly complex technology and operate in the harsh environment of space and therefore are subject to significant operational risks while in orbit. Our satellites may experience temporary outages or otherwise may not be fully functioning at any given time. There are some remote tools we use to remedy certain types of problems affecting the performance of our satellites, but the physical repair of satellites in space is not feasible. We do not insure our satellites against in- orbit failures after an initial period of six months, whether the failures are caused by internal or external factors. In- orbit failure may result from various causes, including component failure, solar array failures, telemetry transmitter failures, loss of power or fuel, inability to control positioning of the satellite, solar or other astronomical events, including solar radiation and flares, and collision with space debris or other satellites. These failures are commonly referred to as anomalies. Some of our satellites have had malfunctions and other anomalies in the past and may have anomalies in the future. Anomalies may occur, for reasons described above or arising from the failure of other systems or components, and intrasatellite redundancy may not be available upon the occurrence of such anomalies. There can be no assurance that, in these cases, it will be possible to restore normal operations. Where service cannot be restored, the failure could cause the satellite to have less capacity available for service, to suffer performance degradation or to cease operating prematurely, either in whole or in part. We cannot guarantee that we could successfully develop and implement a solution if one of these anomalies occurs. In addition, satellites are particularly vulnerable to loss and malfunction at the time they are launched and deployed into orbit, and some of our competitors have experienced catastrophic losses of substantial numbers of satellites in connection with launch and deployment. While we typically obtain launch insurance to mitigate the risk of such a loss, such insurance would not cover all our economic losses if we experienced such an event, and there would be a substantial delay before we could obtain satellites to replace the ones we lost. Accordingly, a loss of a significant number of our new satellites at launch or deployment could adversely affect our ability to continue to provide our existing satellite services and may cause us to lose opportunities to use our constellation to provide new services. Additionally, human operators may execute improper implementation commands that may negatively impact a satellite' s performance. If a satellite fails prior to the end of its estimated useful life, we **would** record an impairment charge in our statement of operations to reduce the remaining net book value of that satellite to zero; any such impairment charges could depress our net income (or increase our net loss) for the period in which the failure occurs. The implementation of our business plan depends on increased demand for wireless communications services via satellite ~~(including IoT applications)~~ and ~~via~~ terrestrial mobile broadband networks, both for ~~our~~ existing ~~services~~ and ~~products and for~~ new services and products. We plan to introduce new products and services that work over our network as well as terrestrial mobile broadband services. However, demand for wireless communication services may not grow, or may decrease, either generally or in particular geographic markets, for particular types of services or during particular time periods. A lack of demand could impair our ability to sell our services, could exert downward pressure on prices, or both. This, in turn, could decrease our revenue and profitability and adversely affect our ability to increase our revenue and profitability over time. The success of our business plan will depend on a number of factors, including but not limited to: • our ability to maintain the health, capacity and control of our satellites; • our ability to maintain the health of our ground network; • our ability to influence the level of market acceptance and demand for our products and services; • our ability to introduce new products and services that meet this market demand; • our ability to retain current customers and obtain new customers; • our ability to obtain additional business using our existing and future spectrum authority both in the United States and internationally; • our ability to control the costs of developing an integrated network providing related products and services, as well as our future terrestrial mobile broadband services; • our ability to market successfully our products and services; • our ability to develop and deploy innovative network management techniques to permit mobile devices to transition between satellite and terrestrial modes; • the cost and availability of user equipment that operates on our network; • the effectiveness of our competitors in developing and offering similar products and services; • our ability to successfully predict market trends; • our ability to hire and retain qualified executives, managers and employees; • our ability to provide attractive service offerings at competitive prices to our target markets; and • our ability to raise additional capital on acceptable terms when required. **Our business will be negatively impacted if we fail to adequately anticipate our satellite capacity needs or are unable to obtain satellite capacity. In February 2022, we entered into a satellite procurement agreement with MDA pursuant to which we expect to acquire at least 17 satellites that will replenish our existing constellation and provide long- term continuity of our mobile satellite services. We are acquiring the satellites to provide continuous satellite services and meet our obligations under the Service Agreements, as well as to provide services to our current and future customers. We may not have sufficient satellite capacity available to meet increases in demand, and we may not be able to quickly or easily adjust our capacity to such changes in demand. In addition, satellites represent a significant capital expenditure. Our business could be adversely affected if we are not able to anticipate or adapt to consumer demands for satellite capacity.** Rapid and significant technological changes in the satellite communications industry may impair our competitive position and require us to make significant capital expenditures ~~, which may require additional capital that has not been arranged~~ . The space and communications industries are subject to rapid advances and innovations in technology. New technology could render our system obsolete or less competitive by satisfying consumer demand in more attractive ways or through the introduction of incompatible standards. Particular technological developments that could adversely affect us include the deployment by our competitors of new satellites with greater power, flexibility, efficiency or capabilities, as well as continuing improvements in terrestrial wireless technologies. We must continue to keep up with technological changes and remain competitive. Customer acceptance of the services and products that we offer will continually be affected by the technology in our product and service offerings relative to competitive offerings. New technologies may be protected by patents and therefore may not be available to us. ~~We expect to face competition from companies using new technologies and new satellite systems. The hardware and software we utilize in operating our first-generation gateways were designed and manufactured over 20 years ago and portions have deteriorated. This original equipment may become less reliable as it ages and will be more difficult and expensive to service. It may be difficult or impossible to obtain all necessary replacement parts for the hardware before the new equipment and software is fully deployed.~~ Some of the hardware and software we use in operating our gateways are significantly customized and tailored to meet our requirements and specifications and could be difficult and expensive to service, upgrade or replace. Although we maintain inventories of some spare parts, it nonetheless may be difficult, expensive or impossible to obtain replacement parts for our hardware due to a limited number of parts being manufactured to our requirements and specifications. In addition, our business plan contemplates updating or replacing some of the hardware and software in our network as technology advances, but the complexity of our requirements and specifications may present us with technical and operational challenges that complicate or otherwise make it expensive or infeasible to carry out such upgrades and replacements. If we are not able to suitably service, upgrade or replace our equipment, it could harm our ability to provide our services and generate revenue. We face intense competition in all of our markets, which could result in a loss of customers, lower revenues and difficulty entering new markets. Satellite- based Competitors There are ~~currently at least four~~ other MSS operators providing services similar to ours on a global or regional basis: Iridium, Thuraya, **Viasat (though its acquisition of** Inmarsat **)** and ORBCOMM Inc ~~. Recently, the FCC partially approved SpaceX' s application to launch a portion of its satellite constellation~~ . The provision of satellite- based products and services is subject to downward price pressure when the capacity exceeds demand or as new competitors enter the marketplace with competitive pricing strategies. We also face competition with respect to network coverage and market share in specialized industries, such as maritime and governmental. Other providers of satellite- based products could introduce their own products similar to our SPOT, Commercial IoT or Duplex products, which may materially adversely affect our business plan and sales volume. In addition, we may face competition from new competitors or new technologies. Many companies target the same customers, and we may not be able to successfully retain our existing customers or attract new customers. As a result, we may not grow our customer base and revenue. Additionally, in connection with the Service Agreements, our direct to device service ~~,~~ also faces competition from other satellite service providers that are expected to provide similar satellite services **. For instance, SpaceX has launched its Starlink constellation and has plans** to ~~competitive smartphone devices~~ **enter the direct- to- cellular market through a series of partnerships. Other satellite providers are in the process of establishing partnerships and network capabilities to offer additional service alternatives** . Terrestrial Competitors In addition to our satellite- based competitors, terrestrial wireless voice and data service providers are continuing to expand into rural and remote areas, particularly in less developed countries ~~. They provide the same general types of services and products that we provide through our satellite- based system~~ . Many of these companies have greater resources, more name recognition and newer technologies than we do. Industry consolidation could adversely affect us by increasing the scale or scope of our competitors and thereby making it more difficult for us to compete. We could lose market share and revenue as a result of increasing competition from land- based communication service providers. Although satellite communications services and ground- based communications services are not identical, the two compete in similar markets with similar services. Consumers may perceive cellular voice communication products and services as cheaper and more convenient than satellite- based products and services. Terrestrial Broadband Network Competitors We also expect to compete with a number of other satellite companies that plan to develop terrestrial networks that utilize their MSS spectrum. DISH Network received FCC approval to offer terrestrial wireless services over the MSS spectrum that previously belonged to TerreStar and ICO Global. Furthermore, Ligado Networks (formerly LightSquared) ~~also~~ **has** received ~~FCC~~ **certain** ~~approval~~ **approvals relating** to **the** build out ~~a~~ **of its** wireless network ~~utilizing its MSS spectrum~~ . Any of these competitors could deploy terrestrial mobile broadband networks before we do, could combine with existing terrestrial networks that provide them with greater financial or operational flexibility than we have or could offer wireless services, including mobile broadband services, that customers prefer over ours. Other Spectrum Owners In the United States, our terrestrial spectrum efforts will compete with other terrestrial spectrum holders including Anterix, Nextwave and holders to CBRS licenses. The government may also unlock new spectrum bands. **We could fail to achieve the strategic objectives of the XCOM transaction, and our new Chief Executive Officer may not succeed, which could negatively impact our business and results of operations. In August 2023, we entered into an Intellectual Property License Agreement with XCOM pursuant to which we acquired a license to use certain intellectual property assets of XCOM. In connection with the transaction, we appointed Dr. Paul E. Jacobs, founder of XCOM, as our Chief Executive Officer. The XCOM transaction may not advance our business strategy in the way we intend, which could harm our growth or profitability. In addition, we may not realize the expected benefits or synergies from the XCOM transaction or realize a satisfactory return on our investment in the XCOM assets or increase our revenue. These risks may be exacerbated because we have a new Chief Executive Officer. Our new Chief Executive Officer may not succeed at working with the current management team, growing revenue, or implementing a successful business plan. All of the foregoing could negatively impact our results of operations and financial condition.** Uncertain global macro- economic and political conditions could materially adversely affect our results of operations and financial condition. Our results of operations are materially affected by economic and political conditions in the United States and internationally, including inflation, deflation, interest rates, recession, availability of capital, energy and commodity prices, trade laws and the effects of governmental initiatives to manage economic conditions. Current or potential customers may delay or decrease spending on our products and services as their business and / or budgets are impacted by economic conditions. The inability of current and potential customers to pay us for our products and services may adversely affect our earnings and cash flows. In addition, deterioration of conditions in worldwide credit markets could limit our ability to obtain financing to fund our operations and capital expenditures. The

conflicts in ~~current invasion of~~ Ukraine ~~by Russia has escalated tensions among the United States, the North Atlantic Treaty Organization (" NATO ")~~ and **Gaza** ~~Russia. The United States and other NATO member states~~ , **and any sanctions imposed** as **a** ~~well as non- member states, have announced new sanctions against Russia and certain Russian banks, enterprises and individuals. These and any future additional sanctions and any resulting~~ --- **result** ~~conflict between Russia~~ , ~~the United States and NATO countries~~ could have an adverse impact on our current operations. Further, such ~~invasion, ongoing military conflict~~ **conflicts** ~~, resulting sanctions and related countermeasures by NATO states, the United States and other countries~~ are likely to lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions for equipment, which could have an adverse impact on our operations and financial performance. ~~Volatility in~~ **Lack of availability of components from** the ~~financial markets~~ **electronics industry, required in our retail products, gateways and satellites could delay or adversely impact our operations. We rely upon the availability of components, materials and component parts from the electronics industry. The electronics industry is subject to occasional shortages in parts availability depending on fluctuations in supply and demand. Industry shortages** may ~~impede~~ **result in delayed shipments of materials or increased prices, or both. As a consequence, elements of our operation which use electronic parts, such as our retail products, gateways and satellites, could be subject to disruptions, cost increases or both. Recent disruptions in the global supply chain have limited** our ability to ~~access capital markets~~ **procure component parts timely and at reasonable prices. During 2022 and at times in 2023, supply chain disruptions and production issues negatively impacted our ability to sell our most popular SPOT and Commercial IoT products. The future impact of global component part shortages is unknown** and may adversely ~~affect~~ **impact** our **business,** financial condition **and results of operations** . Our ~~Service Agreements with Partner~~ **business is capital intensive. We may not be able to raise adequate capital on reasonable terms to finance our business strategies, or we may be able to do so only on terms that significantly restrict our ability to operate our business. Implementation of our longer- term business strategy** ~~require~~ **requires** ~~us business strategy requires~~ a substantial outlay of capital.As we pursue business strategies and seek to respond to developments in our business and opportunities and trends in our industry,our actual capital expenditures may differ from our expected capital expenditures.There can be no assurance that we will be able to satisfy our capital requirements in the future.In addition,if one of our satellites failed unexpectedly,there can be no assurance of insurance recovery for our losses or the timing thereof,and we may need to obtain additional financing to replace the satellite. ~~When~~ **To the extent** we ~~determine~~ **are required** to raise additional financing, ~~such as to refinance our 2019 Facility Agreement. Turmoil~~ **turmoil** in the capital markets, including the tightening of credit and increased interest rates, ~~have impacted, and~~ may ~~continue to~~ impact ~~in the future,~~ our ability to raise financing on terms and at a cost favorable to the Company. We ~~are, and~~ may be ~~again in the future,~~ required to raise capital during a weak economy, and have little flexibility to wait for more favorable terms or economic conditions. We are likely to face higher borrowing costs, less available capital, more stringent terms and tighter covenants. Such unfavorable market conditions could have an adverse impact on our ability to fund our operations and capital expenditures in the future ~~, including our obligations under the Service Agreements and the satellite procurement agreement with MDA~~ . Any adverse change in the terms of our financing, including increased costs, could have a negative impact on our financial condition. Lack of availability of components from the...... from fully implementing our business strategy. If we do not develop, acquire ~~and~~ **,** maintain **and protect** proprietary information and intellectual property rights, it could limit the growth of our business and reduce our market share. Our business depends on technical knowledge, and we base our business plan in part on our ability to keep up with new technological developments and incorporate them in our products and services. We own or have the right to use our patents, work products, inventions, designs, software, systems and similar know- how. Our proprietary information may be disclosed to others, or others may independently develop similar information, systems and know- how **. Our success depends, in part, on our ability to protect our proprietary intellectual property rights, including certain methodologies, practices, tools, technologies and technical expertise we utilize in designing, developing, implementing and maintaining our technologies. The steps we take to protect our intellectual property may be inadequate, and we may choose not to pursue or maintain protection for our intellectual property. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. Despite our precautions, it may be possible for unauthorized third parties to copy our technology and use information that we regard as proprietary to create technology that competes with ours** . Protection of our information, systems and know- how may result in litigation, the cost of which could be substantial. Third parties may assert claims that our products or services infringe on their proprietary rights. Any such claims, if made, may prevent or limit our sales of products or services or increase our costs. Defending intellectual property suits is both costly and time- consuming and, even if ultimately successful, may divert management' s attention from other business concerns. An adverse determination in litigation to which we may become a party could, among other things: • subject us to significant liabilities to third parties, including treble damages; • require disputed rights to be licensed from a third party for royalties that may be substantial; • require us to cease using technology that is important to our business; or • prohibit us from selling some or all of our products or offering some or all of our services. We face special risks by doing business in international markets and developing markets, including currency and expropriation risks, which could increase our costs or reduce our revenues in these areas. Although our most economically important geographic markets currently are the United States and Canada, we have substantial markets for our mobile satellite services in, and our business plan includes, developing countries or regions that are underserved by existing telecommunications systems, such as rural Brazil ~~, Central America, Argentina~~ and Africa. Developing countries are more likely than industrialized countries to experience market, currency and interest rate fluctuations and high inflation. In addition, these countries present risks relating to government policy, price, wage and exchange controls, social instability, expropriation and other adverse economic, political and diplomatic conditions. Conducting operations outside the United States involves numerous special risks and expanding our international operations would increase these risks. These risks include, but are not limited to: • difficulties in penetrating new markets due to established and entrenched competitors; • difficulties in developing products and services that are tailored to the needs of local customers; • lack of local acceptance or knowledge of our products and services; • unavailability of or difficulties in establishing relationships with distributors; • significant investments, including the development and deployment of gateways in countries that require them to connect the traffic coming to and from their territory; • instability of international economies and governments; • changes in laws and policies affecting trade and investment in other jurisdictions; • noncompliance with the Foreign Corrupt Practices Act (" FCPA"), UK Bribery Act, sanctions laws and export controls **; • violation by employees or suppliers in regards to our code of conduct and business ethics** ; • exposure to varying legal standards in other jurisdictions, including intellectual property protection and other similar laws and regulations; • difficulties in obtaining required regulatory authorizations; • difficulties in enforcing legal rights in other jurisdictions; • variations in local domestic ownership requirements; • requirements that operational activities be performed in- country; • changing and conflicting national and local regulatory requirements; and • uncertainty in foreign currency exchange rates and exchange controls. These risks could affect our ability to compete successfully and expand internationally. To the extent that the prices for our products and services are denominated in U. S. dollars, any appreciation of the U. S. dollar against other currencies will increase the cost of our products and services to our international customers and, as a result, may reduce the competitiveness of our international offerings and make it more difficult for us to grow internationally. Limited availability of U. S. currency in some local markets or governmental controls on the export of currency may prevent our customers from making payments in U. S. dollars or delay the availability of payment due to foreign bank currency processing and controls. Our operations involve transactions in a variety of currencies. Sales denominated in foreign currencies involve primarily the Canadian dollar, the euro and the Brazilian real. Accordingly, our operating results may be significantly affected by fluctuations in the exchange rates for these currencies. Approximately **20 % and** 27 ~~% and 31~~ % of our total revenue was to customers primarily located in Canada, Europe, Central America, and South America during **2023 and** 2022 ~~and 2021~~ , respectively. Our results of operations for **2023 and** 2022 ~~and 2021~~ included net ~~losses~~ **gains** of approximately $ ~~6~~ **4** . ~~6~~ **9** million and net losses of $ 6. ~~3~~ **6** million, respectively, on foreign currency transactions. We may be unable to offset unfavorable currency movements as they adversely affect our revenue and expenses. Our inability to do so could have a substantial negative impact on our operating results and cash flows. Our global operations expose us to trade and economic sanctions, other restrictions, liabilities and exposure to penalties imposed by the United States, the European Union and other governments and organizations. The U. S. Departments of Justice, Commerce, State and Treasury and other federal agencies and authorities have a broad range of civil and criminal penalties they may seek to impose against corporations and individuals for violations of economic sanctions laws, export control laws, FCPA and other federal statutes and regulations, including those established by the Office of Foreign Assets Control (" OFAC"). Under these laws and regulations, as well as other anti- corruption laws, anti- money- laundering laws, export control laws, customs laws, sanctions laws and other laws governing our operations, various government agencies require export licenses. They may seek to impose modifications to business practices, including cessation of business activities in sanctioned countries or with sanctioned persons or entities and modifications to compliance programs, which may increase compliance costs, and may subject us to fines, penalties and other sanctions. A violation of these laws or regulations could adversely impact our business, results of operations and financial condition. Although we have implemented policies and procedures in these areas, we cannot assure you that our policies and procedures are sufficient or that directors, officers, employees, representatives, distributors, consultants, other partners, vendors, customers or subscribers have not engaged and will not engage in conduct for which we may be held responsible. We cannot assure you that our business partners have not engaged and will not engage in conduct that could materially affect their ability to perform their contractual obligations to us or result in us being held liable for such conduct. Violations of the FCPA, OFAC restrictions or other export control, anti- corruption, anti- money- laundering and anti- terrorism laws or regulations may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Our indebtedness may adversely affect our cash flow and our ability to operate our business, including our ability to incur additional indebtedness. ~~Our principal~~ **On a** near- term **and longer- term basis, principal** liquidity requirements include primarily funding our operating costs, capital expenditures, **and financing obligations,** including **scheduled recoupments** ~~repayment of amounts being financed through MDA, and future amounts expected to be incurred,~~ under **our Funding** ~~the satellite procurement agreement; repayment of the remaining principal balance due under the 2019 Facility Agreement~~ **Agreements ,** ~~; and~~ interest **on our 2023 13 % Notes (as defined below),** and dividends ~~due~~ on ~~any debt or~~ **our perpetual** preferred **stock** ~~equity instruments outstanding~~ . Our principal sources of liquidity ~~during 2022 included~~ - **include** cash on hand ($ ~~32~~ **56** . ~~1~~ **7** million **at December 31, 2023**), cash flows from operations and **proceeds** ~~vendor financing. Our principal sources of liquidity over the next twelve months are expected to include cash on hand, cash flows~~ from ~~operations, prepayments~~ **the funding agreement** under the Service Agreements **. Another source of liquidity may include proceeds** ~~(discussed in Recent Developments below) and funds~~ from ~~a debt or equity financing that has not yet been arranged~~ **the exercise of warrants under the Service Agreements and the guaranty agreement with Thermo** . Our operating expenses for the **year** ~~twelve- month period~~ ended December 31, ~~2022~~ **2023** were $ ~~369~~ **224. 0 million, which included noncash items such as stock- based compensation of $ 22** . 5 million **and depreciation** , **amortization and accretion** ~~which included nonrecurring, noncash impairment charges~~ of $ ~~175~~ **88** . ~~1~~ **2** million ~~as well as noncash depreciation, amortization and accretion of $ 93. 9 million. Another source of liquidity may include proceeds from the exercise of warrants under the Service Agreements. We also expect sources of liquidity to include funds from other debt or equity financings that have not yet been arranged; we are actively pursuing a new financing arrangement to refinance amounts due under the 2019 Facility Agreement. On a longer- term basis, our liquidity requirements also include debt service obligations. We cannot provide assurance that we will not experience a liquidity shortfall in the short or long- term~~ . As of December 31, ~~2022~~ **2023** , the principal balance of our debt obligations was $ **398. 7 million, consisting of $ 117. 3 million under the** ~~203~~ **2023 Funding Agreement, $ 75. 5 million under the 2021 Funding Agreement and $ 206** . 0 million ~~,~~

~~consisting of $ 143. 2 million~~ under the ~~2019 Facility Agreement and $ 59. 8 million under our vendor financing arrangement. In February~~ 2023 **13 % Notes. Refer** ~~, we executed a prepayment agreement under the Service Agreements, whereby Partner is obligated, subject~~ to ~~certain~~ **Part II, Item 7. Management' s Discussion and Analysis of Financial** ~~conditions~~ - **Condition** ~~, to fund an~~ **and Results** ~~amount up to approximately $ 252. 0 million (to be adjusted as required), which is required to be recouped by Globalstar beginning at the earlier~~ of ~~phase two service launch~~ **Operations – Liquidity and Capital Resources below** ~~or~~ **for further discussion** ~~the third quarter of 2025~~ . Our indebtedness could restrict us from making strategic acquisitions by limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and general corporate purposes. Our indebtedness could restrict us from paying dividends to our **common** shareholders. It could limit our flexibility in planning for, or reacting to, changes in our business or industry, placing us at a competitive disadvantage compared to competitors who ~~are not as highly leveraged as us and who, therefore,~~ may be able to take advantage of opportunities that our leverage prevents us from exploiting. Additionally, even though our current debt agreements place limits on our ability to incur additional debt, in the future we may incur additional debt which could further exacerbate these risks. We may also access equity and debt capital markets from time to time or refinance our debt obligations with the intent to improve the terms of our indebtedness; the availability of such financing may be unavailable on terms and conditions we determine favorable to us or at all. Restrictive covenants in our **financing arrangements** ~~2019 Facility Agreement and Service Agreements~~ may limit our operating and financial flexibility and our inability to comply with these covenants could have significant implications. Our **Funding** ~~2019 Facility Agreement and prepayment agreement associated with the Service~~ Agreements **and 2023 13 % Notes** contain a number of significant restrictions and covenants. See Note 6: Long- Term Debt and Other Financing Arrangements in our Consolidated Financial Statements in Part II, Item 8 of this Report for further discussion of our debt covenants. Complying with these restrictive covenants, including financial and non- financial covenants, as well as those that may be contained in any agreements governing future indebtedness, may impair our ability to finance our operations or capital needs or to take advantage of favorable business opportunities. Our **financing arrangements** ~~2019 Facility Agreement includes~~ - **include** ~~a limitation~~ **limitations** on expenditures in connection with ~~spectrum rights~~ **the incurrence of certain operating expenses and capital expenditures** , which may prohibit us from making certain expenditures that we consider accretive to our business and would otherwise make. Our ability to comply with these covenants will depend on our future performance, which may be affected by events beyond our control ~~. We have received waivers from our lenders in the past; however, we may not be successful in obtaining waivers from the remaining lender in the future, which may result in noncompliance with restrictions and covenants~~ . Our failure to comply with these covenants would be an event of default. An event of default under the **financing arrangements** ~~2019 Facility Agreement or the Service Agreements~~ would permit the lender to accelerate the indebtedness under these agreements ~~. That acceleration would permit holders of our obligations under other agreements that contain cross- acceleration provisions to accelerate our obligations to them. See Part II, Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources of this Report for further discussion~~ . Our networks and those of our third- party service providers and customers may be vulnerable to unauthorized or unlawful access **, including cyber- attacks and other security breaches, that could have significant negative consequences** . Our use of personal information could give rise to costs and liabilities arising from developing data privacy laws. Our **business depends on our ability to limit and mitigate interruptions to or degradation of the security of our network. Our** network and those of our third- party service providers and our customers may be vulnerable to unauthorized access, **computer viruses, cyber-** attacks, malware, data breaches **, distributed denial of services** and other security ~~problems~~ **breaches** . Persons who circumvent security measures could wrongfully obtain or use information from such networks or cause interruptions, delays or malfunctions in our operations. ~~A~~ **An attack on, or security breach of our network could result in theft of trade secrets, intellectual property, or other company confidential information, the interruption, degradation, or cessation of services, an inability to meet our service requirements under the Service Agreements, and potentially compromise customer** data ~~breach~~ **stored on or transmitted over** ~~or~~ **our** network ~~disruption~~ **. We cannot guarantee that our security measures will not be circumvented, thereby resulting in security events, network failures or interruptions that** could **impact** ~~harm our reputation, cause demand for our products and services to fall or~~ **our** ~~compromise~~ **network security** ~~our~~ - **or** ~~ability to pursue~~ **availability and have a material adverse effect on** our business ~~plans~~ **, financial condition and operational results** . A number of significant, widespread security breaches have compromised companies and governmental agencies. In some cases, these breaches originated from outside the United States. We may be required to expend significant resources to protect against the threat of security breaches or to alleviate problems, including reputational harm and litigation, caused by any breaches **, and we may experience a reduction in revenues, litigation and a diminution of goodwill, caused by a compromise of our cybersecurity** . In addition, our customer contracts may not adequately protect us against liability to third parties with whom our customers conduct business **. We cannot assure you that any measures we implement to protect against breaches will provide security, that we will be able to react in a timely manner, or that our remediation efforts following any attacks will be successful** . We collect and store data, including our customers' personal information. In jurisdictions around the world, personal information is increasingly becoming the subject of extensive legislation and regulations to protect consumers’ privacy and security, such as the EU' s General Data Protection Regulation that became effective in 2018. The interpretation of privacy and data protection laws and regulations regarding the collection, storage, transmission, use and disclosure of such information in some jurisdictions is unclear and ever evolving. These laws may be interpreted and applied differently from country to country and in a manner that ~~is not consistent with~~ **presents a challenge to** our current data protection practices. Complying with these varying international requirements could cause us to incur additional costs or change our business practices. Our services are accessible in many foreign jurisdictions, and some of these jurisdictions may claim that we are required to comply with their laws, even where we have no local entity, employees or infrastructure. We could be forced to incur significant expenses if we were required to modify our products, services or existing security and privacy procedures in order to comply with new or expanded regulations across numerous jurisdictions. In addition, we could face liability to end users alleging that their personal information is not collected, stored, transmitted, used or disclosed appropriately or in accordance with our privacy policies or applicable laws, including claims and litigation resulting from such allegations. Any failure on our part to protect information pursuant to applicable regulations could result in a loss of user confidence, reputation and customers, which could materially impact our results of operations and cash flows. Due to fluctuations in the insurance market, we may be unable to obtain and maintain our insurance coverages, and the insurance we obtain may not cover all risks we undertake. As a result, we may incur material uninsured or under- insured losses. The price, terms and availability of insurance have fluctuated significantly since we began offering commercial satellite services. The cost of obtaining insurance can vary as a result of either satellite failures or general conditions in the insurance industry. Rising premiums on insurance policies could increase our costs. In addition to higher premiums, insurance policies may provide for higher deductibles, shorter coverage periods and additional policy exclusions. Our insurance could become more expensive and difficult to maintain and may not be available in the future on commercially reasonable terms, if at all. Our failure to maintain sufficient insurance could also create an event of default under our debt agreements. Our insurance may not adequately cover losses incurred arising from claims brought against us or otherwise, which could be material. Product Liability Insurance and Product Replacement or Recall Costs We may be subject to product liability and product recall claims if any of our products and services are alleged to have caused injury to persons or damage to property. If any of our products prove to be defective, we may need to recall and redesign them. In addition, any claim or product recall that results in significant adverse publicity may negatively affect our business, financial condition or results of operations. We do not maintain any product recall insurance, so any product recall we are required to initiate could have a significant impact on our financial position, results of operations or cash flows. We investigate potential quality issues as part of our ongoing effort to deliver quality products to our customers. Because consumers may use SPOT products and services in isolated or dangerous locations, users of our devices who suffer injury or death may seek to assert claims against us alleging failure of the device to facilitate timely emergency response. We cannot assure investors that any legal disclaimers will be effective or insurance coverage will be sufficient to protect us from material losses. General Liability Insurance In- Orbit Exposures Our liability policy, covers amounts up to € 70 million per occurrence (with a € 70 million annual limit) that we and other specified parties may become liable to pay for bodily injury and property damages to third parties related to processing, maintaining and operating our satellite constellation. Our current policy has a one- year term, which expires in October ~~2023~~ **2024** . Our current in- orbit liability insurance policy contains, and we expect any future policies would likewise contain, specified exclusions and material change limitations customary in the industry. These exclusions may relate to, among other things, losses resulting from in- orbit collisions, acts of war, insurrection, terrorism or military action, government confiscation, strikes, riots, civil commotions, labor disturbances, sabotage, unauthorized use of the satellites and nuclear or radioactive contamination, as well as claims directly or indirectly occasioned as a result of noise, pollution, electrical and electromagnetic interference or interference with the use of property. Our in- orbit insurance does not cover losses that might arise as a result of a satellite failure, other operational problems affecting our constellation, or damage resulting from de- orbiting a satellite. As a result, a failure of one or more of our satellites or the occurrence of equipment failures, collision damage, or other related problems that may result during the de- orbiting process could constitute an uninsured loss and could materially harm our financial condition. The effect of an epidemic or pandemic, such as the COVID- 19 pandemic, could have an adverse impact on our operations and the operations of our customers and may have a material adverse impact on our financial condition and results of operations. An epidemic or pandemic could significantly disrupt our operations, including, but not limited to, our workforce, supply chain, regulatory processes and market demand of our products. An epidemic or pandemic could also significantly impact our customers, including their demand for and ability to pay for our services and equipment. ~~The extent to which COVID- 19 could continue to impact our operations and financial condition will depend on future developments that are highly uncertain and cannot be predicted.~~ We operate in many tax jurisdictions, and changes in tax rates or adverse results of tax examinations could materially increase our costs. We operate in various U. S. and foreign tax jurisdictions. The process of determining our anticipated tax liabilities involves many calculations and estimates which are inherently complex. Our tax obligations are subject to review and possible challenge by the taxing authorities of these jurisdictions, such as the ongoing income tax return ~~audit~~ **audits** being conducted by the Canada Revenue Agency of our Canadian subsidiary. If taxing authorities were to successfully challenge our current tax positions, or if we changed the manner in which we conduct certain activities, we could become subject to material, unanticipated tax liabilities. We may also become subject to additional tax liabilities as a result of changes to tax laws in any of our applicable tax jurisdictions, which in certain circumstances could have a retroactive effect. We are exposed to trade credit risk in the ordinary course of our business activities. We are exposed to risk of loss in the event of nonperformance by our customers of their obligations to us. Some of our customers may be highly leveraged or subject to their own operating and regulatory risks. Many of our customers finance their activities through cash flows from operations, the incurrence of debt or the issuance of equity. From time to time, credit is less available ~~and~~ **or** available on more restrictive terms. The combination of reduction of cash flow resulting from declines in commodity prices and the lack of availability of debt or equity financing may result in a significant reduction in our customers' liquidity and ability to make payments or perform on their obligations to us. Even if our credit review and analysis mechanisms work properly, we may experience financial losses in our dealings with other parties. Any increase in the nonpayment or nonperformance by our customers could reduce our cash flows. We have been in the past from time to time, and may be in the future, subject to litigation and investigations that could have a substantial, adverse impact on our business. From time to time we are subject to litigation, including claims related to our business activities. We have also been in the past, and may be in the future, subject to investigations by regulators and governmental agencies, including the United States Department of the Treasury' s Office of Foreign Assets Control, the United States Department of Commerce, Bureau of Industry and Security and the United States Immigration and Customs Enforcement. Irrespective of their merits, litigation and investigations may be both lengthy and disruptive to our operations and could cause significant expenditure and diversion of management attention. At this time, we are not aware of any pending litigation, investigation, dispute or claim that could have a material adverse effect on our financial condition, results of operations or liquidity. However, we may be wrong in this assessment. Additionally, in the future we may become subject to additional litigation that could have a material adverse effect on our financial position and operating results, on the trading price of our securities and on our ability to access the capital markets. Wireless devices' radio frequency emissions are the subject of regulation and litigation concerning their environmental effects, which includes alleged health and safety risks. As a result, we may be subject to new regulations, demand for our services may decrease, and we could face liability based on alleged health risks. There has been adverse publicity concerning alleged health risks associated with radio frequency transmissions from portable hand- held telephones and other telecommunications devices that have transmitting antennas. Lawsuits have been filed against participants in the wireless communications industry alleging a number of adverse health consequences as a result of wireless phone usage. Other claims allege consumer harm from failures to disclose information about radio frequency emissions or aspects of the regulatory regimes governing those emissions. Although we have not been party to any such lawsuits, we may be exposed to such litigation in the future. Courts or governmental agencies could determine that we do not comply with applicable standards for radio frequency emissions and power or that there is valid scientific evidence that use of our devices poses a health risk. Any such finding could reduce our revenue and profitability and expose us and other communications service providers or device sellers to litigation, which, even if frivolous or unsuccessful, could be costly to defend. Furthermore, any actual or perceived risk from radio frequency emissions could reduce the number of our subscribers and demand for our products and services. Risks Related to Government Regulations Our business is subject to extensive government regulation that will impact our future success. Our MSS system is subject to significant regulation by the FCC in the United States, by the ARCEP and ANFR in France and in other foreign jurisdictions where we do business by similar authorities. Additionally, the availability of globally harmonized spectrum on which our MSS system depends is managed by the ITU **and, to a certain extent, sovereign nations** . The rules and regulations of these regulatory authorities are subject to change and may not continue to permit our operations as currently conducted or as we plan to conduct them. Further, certain regulatory authorities may decide to allow additional uses within our ITU- allocation of spectrum that may be incompatible with our continued provision of MSS. Failure to operate our satellites, ground stations, mobile earth terminals or other facilities as required by our licenses and applicable government regulations could result in the imposition of government sanctions against us, up to and including cancellation of our licenses. Our system requires regulatory authorization in each of the jurisdictions in which we provide service. We may not be able to obtain or retain all regulatory approvals needed for operations. Regulatory changes, such as those resulting from judicial decisions or adoption of treaties, legislation or regulation in countries where we operate or intend to operate, may also significantly affect our business. Our operations are subject to certain regulations of the United States State Department' s Directorate of Defense Trade Controls (the export of satellites and related technical data), United States Treasury Department' s Office of Foreign Assets Control (financial transactions and transactions with sanctioned persons or countries) and the United States Commerce Department' s Bureau of Industry and Security (export of satellites and related technical data, our gateways and phones) and as well as other similar foreign regulations. These U. S. and foreign obligations and regulations may limit or delay our ability to offer products and services in a particular country. We may be required to provide U. S. and some foreign government law enforcement and security agencies with call interception services and related government assistance, in respect of which we face legal obligations and restrictions in various jurisdictions. These regulations may limit or delay our ability to operate in a particular country or engage in transactions with certain parties and may impose significant compliance costs. As new laws and regulations are issued, we may be required to modify our business plans or operations. If we fail to comply with these regulations in any country, we could be subject to sanctions that could affect, materially and adversely, our ability to operate in that country. Failure to obtain the authorizations necessary to use our assigned radio frequency spectrum and to distribute our products in certain countries could have a material adverse effect on our ability to generate revenue and on our overall competitive position. Spectrum values historically have been volatile, and may again be volatile in the future, which could cause the value of our business to fluctuate. Our business plan includes forming strategic partnerships to maximize the use and value of our spectrum, network assets and combined service offerings in the United States and internationally. Value that we may be able to realize from these partnerships may depend in part on the value ascribed to our spectrum. Historically, valuations of spectrum in other frequency bands have been volatile, and we cannot predict the future value that we may be able to realize for our spectrum and other assets. In addition, to the extent that the FCC makes additional spectrum available or promotes the more flexible use or greater availability (e. g., via spectrum leasing or new spectrum sales) of existing satellite or terrestrial spectrum allocations, the availability of such additional spectrum could reduce the value that we are able to realize for our spectrum. Our business plan to use our licensed MSS spectrum to provide terrestrial wireless services depends upon action by third parties, which we cannot control. Our business plan includes utilizing our licensed MSS spectrum to provide terrestrial wireless services, including mobile broadband applications, around the world. Our MSS licenses, including our terrestrial authority, are valid through various specified terms, which we will seek to renew. In addition, we will need to comply with certain conditions in order to provide terrestrial broadband service under our MSS licenses, including obtaining FCC certifications for our equipment that will utilize this spectrum authority. We are seeking similar approvals in various foreign jurisdictions ~~, including applying for licenses and commencing due diligence efforts~~ . We cannot guarantee that such efforts will be successful. We have entered into agreements with multiple third parties to develop an ecosystem of radios and devices using our terrestrially authorized spectrum. These third parties intend to use our terrestrially authorized spectrum to offer wireless services to their respective customers. Our anticipated future revenues and profitability are dependent upon the commercial success of their offerings. Other future regulatory decisions could reduce our existing spectrum allocation or impose additional spectrum sharing agreements on us, which could adversely affect our services and operations. The FCC may permit other MSS operators to operate in our frequency bands in the future **despite its prior decisions** . To date, there are no other authorized CDMA- based MSS operators. However, the FCC or other regulatory authorities may require us to share spectrum with other systems that are not currently licensed by the United States or any other jurisdiction. From time to time, ~~Globalstar has~~ **we have** faced applications by other operators for access to its licensed spectrum. We registered our second- generation constellation with the ITU through France rather than the United States. The French radio frequency spectrum regulatory agency, ANFR, submitted the technical papers filing to the ITU on our behalf in July 2009. As with the first- generation constellation, the ITU requires us to coordinate our spectrum assignments with other administrators and operators that use any portion of our spectrum frequency bands. We are actively engaged in but cannot predict how long the coordination process will take; however, we are able to use the frequencies during the coordination process in accordance with our national licenses. The FCC and other regulatory jurisdictions internationally are permitting expanded unlicensed use of the 5 GHz band including within our C- band ~~Forward~~ **forward** ~~Link~~ **link** (earth station to satellite), which operates at 5091- 5250 ~~Mhz~~ **MHz** which may have a significant adverse impact on our ability to provide mobile satellite **services. Additionally, the completion of the satellite navigation system in China could cause harmful interference to our existing and future** services. If the FCC, our French regulator, or any other regulator, revokes, modifies or fails to renew or amend our licenses, our ability to operate may be limited. We hold FCC licenses for the operation of our satellites, our U. S. gateways and other ground facilities and our mobile earth terminals that are subject to revocation if we fail to satisfy specified conditions or meet prescribed milestones. The FCC licenses are also subject to renewal and modification by the FCC. We hold licenses issued by, and subject to the continued regulatory jurisdiction of, the French Ministry in charge of Space and the ARCEP, the French independent administrative authority of post and electronic communications regulations, for the operation of our second- generation satellites. These licenses are subject to revocation if we fail to satisfy specified conditions or meet prescribed milestones. These licenses are also subject to modification by the French regulators. There can be no assurance that the FCC or our French regulators will renew the licenses we hold. If the FCC, the French Ministry, ARCEP or any other regulators revoke, modify or fail to renew or amend the licenses we hold or if we fail to satisfy any of the conditions of our respective licenses, then we may not be able to continue to provide mobile satellite communications services, which would have a material adverse effect on our business and operations. Furthermore, if we operate in any country without a valid license, we could face regulatory fines and criminal sanctions. We hold certain licenses in each country where our ground infrastructure is located. If we fail to maintain such licenses within any particular country, we may not be able to continue to operate the ground infrastructure located within that country, which could prevent us from continuing to provide mobile satellite communications services within that region. Changes in international trade regulations and other risks associated with foreign trade could adversely affect our sourcing from foreign manufacturers. We source our products from both domestic and foreign contract manufacturers, the largest concentration of which being in China. The adoption of regulations related to the importation of products, including quotas, duties, taxes and other charges or restrictions on imported goods, and changes in U. S. customs procedures could result in an increase in the cost of our products. ~~Recently~~ **For example, during 2018** , the U. S. imposed increased tariffs on certain imports from China, including several of our products, resulting in lower gross margin on impacted products. The current tariffs could increase or expand to additional categories of products not currently covered. We cannot predict how any future tariffs or other trade restrictions will impact our business, but further trade restrictions on our products may result in further reductions to gross margin. **In response to the current tariffs and other relevant factors, we have commenced the process, together with our contract manufacturer, of moving our manufacturing from their facility located in China to their facility located in Vietnam. This move may subject us to other risks in the manufacturing process.** Additionally, delays in goods clearing customs or the disruption of international transportation lines used by us could result in our inability to deliver goods to customers in a timely manner or the loss of sales altogether. Current or future social and environmental regulations or critical issues, such as those relating to the sourcing of conflict minerals from the Democratic Republic of the Congo or the need to eliminate environmentally sensitive materials from our products, could restrict the supply of components and materials used in production and increase our costs. Any delay or interruption to our manufacturing process or in shipping our products could result in lost revenue, which would adversely affect our business, financial condition or results of operations. Risks Related to Our Common Stock ~~Our common stock is traded on the NYSE American but could be delisted in the future, which may impair our ability to raise capital. Our common stock is listed on the NYSE American under the symbol " GSAT. " Broker- dealers may be less willing or able to sell and / or make a market in our common stock if it were delisted, which may make it more difficult for shareholders to dispose of, or to obtain accurate quotations for the price of, our common stock. Removal of our common stock from listing on the NYSE American may also make it more difficult for us to raise capital through the sale of our securities.~~ Restrictive covenants in our ~~2019~~ **financing arrangements restrict our** ~~Facility~~ - **ability** ~~Agreement and Service Agreements do not allow us~~ to pay dividends on our common stock for the foreseeable future, which may affect the market for our shares. We do not expect to pay cash dividends on our common stock. Our **Funding** ~~2019 Facility Agreement and Service~~ Agreements **and 2023 13 % Notes** currently ~~prohibits the payment of~~ **restrict our ability to pay** cash dividends on our common stock. During 2022, we issued shares of Series A Preferred Stock. The terms of Series A Preferred Stock ~~provides~~ - **provide** for the payment of cumulative cash dividends at a rate of 7 % per annum, subject to certain terms and conditions. If such dividends are not declared by our board of directors, the dividends will accrue and cumulative payment will be made on the next dividend payment date or upon liquidation. ~~The issuance of the Series A Preferred Stock required consent from the remaining lender of our 2019 Facility Agreement.~~ Any future dividend payments are within the discretion of our board of directors and will depend on, among other things, our results of operations, working capital requirements, capital expenditure requirements, financial condition, contractual restrictions, business opportunities, anticipated cash needs, provisions of applicable law and other factors that our board of directors may deem relevant. We may not generate sufficient cash from operations in the future to pay dividends on our common stock. Our inability to pay dividends may limit the market for our shares. ~~The market price of our common stock is volatile, and~~

~~there~~ **There** is a limited market for our ~~shares~~ **common stock and our stock price may be volatile or may be subject to short selling** . The trading price of our common stock is subject to wide fluctuations. **There are a wide variety of** ~~Factors~~ **factors , many of which are outside of our control, that could** ~~affecting~~ --- **affect** the trading price of our common stock ~~may include, but are not limited to: • actual or anticipated variations in our operating results; • failure in the performance of our current or future satellites; • changes in financial estimates by research analysts, or any failure by us to meet or exceed any such estimates, or changes in the recommendations of any research analysts that elect to follow our common stock or the common stock of our competitors; • actual or anticipated changes in economic, political or market conditions, such as recessions or international currency fluctuations; • actual or anticipated changes in the regulatory environment affecting our industry; • actual or anticipated changes in the value of terrestrial spectrum; • actual or anticipated sales of common stock by our controlling stockholder or others; • changes in the market valuations of our industry peers; and • announcement by us or our competitors of significant acquisitions, strategic partnerships, divestitures, joint ventures or other strategic initiatives~~ . The trading price of our common stock may also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Our stockholders may be unable to resell their shares of our common stock at or above the initial purchase price. ~~Additionally, because~~ **Because** we are a controlled company, there is a limited market for our common stock, and we cannot assure our stockholders that a trading market will further develop or persist. In periods of low trading volume, sales of significant amounts of shares of our common stock in the public market could lower the market price of our ~~reverse~~ **of our common** stock ~~split~~ **.If persons engage in short sales of our common stock** , ~~especially if~~ the ~~market~~ price of our common stock **may decline** ~~does not increase as a result of the reverse stock split~~ . ~~Additionally,selling~~ **Selling** short is a technique used by a stockholder to take advantage of an anticipated decline in the price of a security.A significant number of short sales or a large volume of other sales within a relatively short period of time can create downward pressure on the market price of a security.Further sales of common stock could cause even greater declines in the price of our common stock due to the number of additional shares available in the market,which could encourage short sales that could further undermine the value of our common stock.Holders of our securities could,therefore,experience a decline in the value of their investment as a result of **short sales** stock. The future issuance of additional shares of our common stock could cause dilution of ownership interests and adversely affect our stock price. We may issue our previously authorized and unissued securities, resulting in the dilution of the ownership interests of our current stockholders. We are authorized to issue 2. 2 billion shares of common stock and 100 million shares of preferred stock, of which 0. 3 million shares are designated as Series A Preferred Stock. As of December 31, ~~2022~~ **2023** , approximately 1. ~~8~~ **9** billion shares of common stock were issued and outstanding and 0. 1 million shares of Series A Preferred Stock were issued and outstanding. As of December 31, ~~2022~~ **2023** , there were 0. 4 billion shares of common **and preferred** stock available for future issuance, of which approximately 5. ~~1~~ **2** million shares were contingently issuable upon the exercise of stock options and the vesting of restricted stock awards and units **, 44. 5 million shares were contingently issuable upon the achievement and vesting of stock price targets for certain performance based restricted stock units, 5. 0 million shares may be issued to Thermo if they exercise the warrants issued to them as consideration for their guarantee under the 2023 Funding Agreement** and 49. 1 million shares may be **issued if the** ~~exercised by Partner from~~ warrants issued ~~under~~ **in connection with** the Service Agreements **are exercised** ~~to purchase up to 2~~ . **5. 0 million** ~~64 % of our common stock (the" Warrants~~ **warrants** ~~"). The number~~ **may vest if and when Thermo advances aggregate funds** of ~~Warrants issued~~ **$ 25. 0 million or more** to ~~Partner~~ **us or a permitted third party pursuant to the terms of Thermo' s guarantee. In the event Thermo** is ~~subject~~ **required** to ~~certain adjustments~~ **advance funds pursuant to its guarantee with us** , **we will also be required to issue it shares in respect of** such **advance** ~~as divided payments in shares of Globalstar common stock, stock splits, stock repurchases, merger, sale of assets or upon certain issuances of Globalstar common stock~~ . We may issue additional shares of our common stock or other securities that are convertible into, or exercisable for, common stock for raising capital or other business purposes. Future sales of substantial amounts of common stock, or the perception that such sales could occur, may have a material adverse effect on the price of our common stock. We have issued and may issue shares of preferred stock or debt securities with greater rights than our common stock. Our certificate of incorporation authorizes our board of directors to issue one or more series of preferred stock and set the terms of the preferred stock without seeking any further approval from holders of our common stock. Currently, there are 100 million shares of preferred stock authorized, of which 0. 1 million shares of Series A Preferred Stock are issued and outstanding. Any preferred stock that is issued may rank ahead of our common stock in terms of dividends, priorities and liquidation premiums and have preferential voting rights to those held by the holders of our common stock. If persons...... investment as a result of short sales of our common stock. Provisions in our charter documents, debt agreements and Delaware corporate law may discourage takeovers, which could affect the rights of holders of our common stock. Provisions of Delaware law and our amended and restated certificate of incorporation, amended and restated bylaws and our debt agreements could hamper a third party' s acquisition of us or discourage a third party from attempting to acquire control of us. These provisions include: • the election of our Minority Directors by a plurality of the vote of our stockholders other than Thermo; • the requirement that (i) any extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving us or any of our subsidiaries and (ii) any sale or transfer of a material amount of assets of Globalstar or any sale or transfer of assets of any of our subsidiaries which are material to us has to be approved by the Strategic Review Committee until such time as Thermo no longer beneficially owns at least 45 % of our common stock; • the ability of our board of directors to issue preferred stock with voting rights or with rights senior to those of the common stock without any further vote or action by the holders of our common stock; • the division of our board of directors into three separate classes serving staggered three- year terms; • the fact that if Thermo does not own a majority of our outstanding capital stock entitled to vote in the election of directors, our directors will be able to be removed for cause only with the affirmative vote of the holders of at least 66 2 / 3 % of the outstanding shares of capital stock entitled to vote in the election of directors; • prohibitions, at such time when Thermo does not own a majority of our outstanding capital stock entitled to vote in the election of directors, on our stockholders acting by written consent; • prohibitions on our stockholders calling special meetings of stockholders or filling vacancies on our board of directors; • the requirement, at such time when Thermo does not own a majority of our outstanding capital stock entitled to vote in the election of directors, that our stockholders must obtain a super- majority vote to amend or repeal our amended and restated certificate of incorporation or bylaws; • change of control provisions ~~in~~ **under** our **financing arrangements** ~~2019 Facility Agreement~~ , which provide that a change of control will constitute **a** ~~an event of~~ default and **exercise remedies thereunder** ~~, unless waived by the lenders, will result in the acceleration of the maturity of all indebtedness under that agreement~~ ; and • change of control provisions in our 2006 Equity Incentive Plan, which provide that a change of control may accelerate the vesting of all outstanding stock options, stock appreciation rights and restricted stock. We also are subject to Section 203 of the Delaware General Corporation Law, which, subject to certain exceptions, prohibits us from engaging in any business combination with any interested stockholder, as defined in that section, for a period of three years following the date on which that stockholder became an interested stockholder. This provision does not apply to Thermo, which became our principal stockholder prior to our initial public offering. These provisions also could make it more difficult for our stockholders to take certain corporate actions, and could limit the price that investors might be willing to pay in the future for shares of our common stock. We are controlled by Thermo, whose interests may conflict with yours. As of December 31, ~~2022~~ **2023** , Thermo owned approximately ~~60~~ **58** % of our outstanding common **stock. Thermo' s ownership of our outstanding common stock excludes the issuance of stock for warrants that have vested or may vest in connection with the Service Agreements as well as its ownership of perpetual preferred** stock. We have depended substantially on Thermo to provide capital to finance our business. Although extraordinary corporate transactions, material sales of assets and certain transactions with related parties must be approved by the Strategic Review Committee, to the extent these and other matters are also subject to a vote of our shareholders, Thermo is able to control such vote. These matters include the election of certain members of our board of directors and numerous other matters, including changes of control and other significant corporate transactions, so long as these transactions are not between Thermo and Globalstar and until such time as Thermo shall no longer be the beneficial owner of 45 % or more of our outstanding common stock. **In addition, Thermo has guaranteed certain of our delegations related to the Service Agreements and has received warrants to purchase our common stock as consideration for providing such guarantee.** Thermo is controlled by James Monroe III, our Executive Chairman. Through Thermo, Mr. Monroe holds equity interests in, and serves as an executive officer or director of, a diverse group of privately- owned businesses not otherwise related to us. We reimburse Thermo and Mr. Monroe for certain third party, documented, out- of- pocket expenses they incur in connection with our business. The interests of Thermo may conflict with the interests of our other stockholders. Thermo may take actions it believes will benefit its equity investment in us or ~~loans to us~~ **in connection with its guarantees of our obligations** even though such actions might not be in your best interests as a holder of our common stock. **26**