

ACT OF INCORPORATION OF
Globalstar Albania sh.p.k.
(a company with a sole shareholder)

Today, on 5 February 2018, the company **Mobile Satellite Services B.V.**, a Dutch company, established on 13.03.2002 and registered with the Netherlands Chamber of Commerce, with RSIN Registration No. 812502413, and its registered address at Strawinskylaan 3127, Atrium, 8th floor, 1077ZX Amsterdam, Netherlands (the "**Sole Shareholder**"), by this Act of Incorporation establishes hereby a fully owned subsidiary in the Republic of Albania as follows:

I. INCORPORATION

- 1.1 The incorporation in the Republic of Albania of the company name "**Globalstar Albania**" (the "**Company**").
- 1.2 "**Globalstar Albania**" is a commercial company and an Albanian legal entity, having the legal form of a company with limited liability (LLC), in compliance with Albanian laws and the provisions of its Articles of Association ("**AoA**").
- 1.3 The Company headquarters are at Rr. Ibrahim Rugova, No. 5, Sky Tower, Suites 131-134, 1017 Tirana, Albania. The Company reserves the right to move its headquarters to another address and/or town in Albania.
- 1.4 The duration of the Company is unlimited.

II. OBJECT OF THE COMPANY

- 2.1 The main object of the Company is as follows:

The provision of Electronic Communications in the Republic of Albania.

- 2.2 In compliance with the Albanian Legislation, in order to achieve said purpose, the Company may:
 - (i) obtain the relevant licenses and authorizations, and carry out any transaction concerning moveable or real estate, as well as any commercial, financial, renting, mortgage or pledge activity, which may be considered useful or necessary in order to achieve the Company's purpose, provided that such activities are not carried out to a greater extent than those stated above;
 - (ii) acquire, directly or indirectly, interests in other companies which have an object (scope of activities) similar to the Company, in Albania or abroad;

- (iii) perform publishing and advertising activities;
- (iv) carry out import-export of any goods and/or services;
- (v) carry out retail and or wholesale of any goods, equipment, as it may deem appropriate;
- (vi) perform any other activity which may be considered useful or necessary in order to achieve the Company's scope of activity.

2.3. The Company shall carry out any activity that falls within its scope, in relation and that favours it.

2.4. The Company shall observe all laws and relevant regulations. It embraces best ethical standards.

III. SHARE CAPITAL

3.1. The capital of the Company is ALL 100,000.00 (one hundred thousand Albanian Lek), consisting of 1 (one) ordinary share, owned entirely by the sole shareholder, the company **Mobile Satellite Services B.V.**, a Dutch company, established on 13.03.2002 and registered with the Netherlands Chamber of Commerce, with RSIN Registration No. 812502413, and its registered address at Strawinskyiaan 3127, Atrium, 8th floor, 1077ZX Amsterdam, Netherlands.

IV. DECISION-MAKING BODIES OF THE COMPANY

4.1 The decision-making bodies of the Company are:

- (i) General Assembly of the Shareholders;
- (ii) Administrator.

V. GENERAL ASSEMBLY

5.1. The General Assembly composed of the Sole Shareholder is the highest decision-making body of the Company, which takes decisions upon its activity and upon its economic and commercial policy.

VI. ADMINISTRATOR

6.1. The Company is managed by 1 (one) Administrator, who is the legal representative of the Company and represents it towards any third party and shall be responsible for the day-to-day affairs of the Company, subject to the limitations provided under Articles of Association and applicable law.

6.2. The first Administrator of the Company is as follows:

Mr. Leslie Barbee Ponder IV, American citizen, born on 10 February 1967, in Louisiana, USA, holder of passport no. 545379467 who has the right to represent the Company with his sole individual signature (the "Administrator").

6.3. The term of the Administrator of the Company shall be 5 (five) years, from the date of the registration of the Company with the Albanian National Business Centre ("NBC") and he can be reappointed.

The present Act of Incorporation is executed in 4 (four) original identical copies in Albanian and English each. For every controversy arising from the execution and/or interpretation of this Act of Incorporation, the English version will be binding and the sole having legal effect.

FOR THE SOLE SHAREHOLDER

Mobile Satellite Services B.V.

Rebecca Clary, Managing Director A

Rebecca Clary

Rebecca Clary

Ronald Posthumus, Managing Director B

Ronald Posthumus



Seen by me, Alexander Joannes Wiggers, civil-law notary officiating in Amsterdam, the Netherlands, for legalization of the signatures placed on the attached document of:

Mr **Ronald Posthumus**, born in Hilversum, the Netherlands, on the 21st day of February 1965, holder of a Dutch passport with number NW185LC62,

who signed the attached document in his capacity as managing director B of the private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*): **Mobile Satellite Services B.V.**, with corporate seat in Amsterdam, the Netherlands, holding offices at Strawinskylaan 3127, Atrium, 8th floor, 1077 ZX Amsterdam, the Netherlands, registered with the Commercial Register under number 34170941, and in said capacity is jointly authorised together with managing director A to represent Mobile Satellite Services B.V., within the limits of the objects of this company and within the limits of Dutch law.

The aforementioned statements concerning the company involved and the representation thereof are based on the information from the Commercial Register of the Netherlands Chamber of Commerce, obtained through an on-line investigation dated the 21st day of February 2018, and a confirmation by telephone today, by an employee of the Netherlands Chamber of Commerce.

This statement explicitly contains no judgment as to the contents of the attached document.

Signed in Amsterdam, the Netherlands, on the 21st day of February 2018.



AKT THEMELIMI I Globalstar Albania sh.p.k.
(shoqeri me ortak te vetem)

Sot, me date 5 Shkurt, 2018, shoqeria **Mobile Satellite Services B.V.**, nje shoqeri hollandeze, e themeluar me 13 mars 2002 dhe e regjistruar prane Dhomes te Tregtise se Hollandes, me Nr. regjistrimi RSIN 812502413, dhe me adrese te regjistruar ne Strawinskylaan 3127, Atrium, 8th floor, 1077ZX Amsterdam, Netherlands ("**Ortaku i Vetem**"), me ane te ketij Akti Themelimi themelon nje shoqeri bije te zoteruar teresisht ne Republiken e Shqiperise si vijon:

I. THEMELIMI

- 1.1 Themelimi ne Republiken e Shqiperise te shoqerise me emer "Globalstar Albania" ("**Shoqeria**").
- 1.2 "Globalstar Albania" eshte nje shoqeri tregtare dhe person juridik shqiptar, e organizuar ligjerisht si nje Shoqeri me Pergjegjesi te Kufizuar (Sh.p.k.), ne perputhje me ligjet e Shqiperise dhe dispozitat e statutit aktual te saj ("**Statuti**").
- 1.3 Selia e regjistruar e Shoqerise eshte ne adresen: Rr.Ibrahim Rugova, Nr. 5, Sky Tower, Zyrat 131-134, 1017 Tirane, Shqiperi. Shoqeria rezervon te drejten te transferoje seline e saj ne nje adrese dhe/ apo ne nje qytet tjetër te Shqiperise.
- 1.4 Kohezgjatja e Shoqerise eshte me afat te pacaktuar.

II. OBJEKTI I SHOQERISE

- 2.1 Objekti kryesor i Shoqerise eshte si vijon:
 - Ofrimi i komunikimeve elektronike ne Republiken e Shqiperise.
- 2.2 Ne perputhje me legjislacionin shqiptar, ne menyre qe te arrihet qellimi i siperpermendur, Shoqeria mund:
 - (i) te marre licensat dhe autorizimet e nevojshme, dhe kryeje çdo transaksion ne lidhje me pasurite e luajtshme dhe te paluajtshme, si dhe çdo aktivitet tregtar, financiar, dhenie-marrje me qera, te vendose pengje dhe barre hipotekore; aktivitete keto te konsideruara si te dobishme apo te nevojshme per te arritur qellimet e Shoqerise dhe qe nuk tejkalojne ne mase aktivitetet kryesore, te cituara me siper;
 - (ii) te bleje ne menyre direkte apo indirekte, aksione te shoqerive te tjera qe kane nje objekt te perafert me ate te Shoqerise, ne Shqiperi ose jashte shtetit;
 - (iii) te kryeje aktivitete publikimi dhe reklamimi;

(Signature)

- (iv) te kryeje aktivitete import-eksporti per çdo lloj mallrash dhe/ apo sherbimesh;
- (v) te kryeje aktivitete shitje me pakice e shumice per çdo lloj mallrash, pajisje siç do te konsiderohet e pershtatshme;
- (vi) te kryeje çdo lloj aktiviteti tjetër qe konsiderohet i pershtatshem apo i nevojshem per permbushjen e objektit te Shoqerise.

2.3 Shoqeria kryen cdo lloj aktiviteti qe ben pjese ne objektin e saj, qe lidhet me te dhe qe e mbeshtet ate.

2.4 Shoqeria zbaton te gjitha ligjet dhe aktet nenligjore te duhura. Ajo zbaton standartet me te larta te etikes.

III. KAPITALI THEMELTAR

3.1 Kapitali themeltar i Shoqerise eshte 100.00 (njqind) Leke, i perbere nga 1 (nje) kuote e vetme, e zoteruar teresisht nga Ortaku i Vetem, shoqeria Mobile Satellite Services B.V., nje shoqeri holandeze, e themeluar me 13 mars 2002 dhe e regjistruar prane Dhomes se Tregtise se Hollandes, me nr. regjistrimi RSIN 812502413, dhe me adrese te regjistruar ne Strawinskylaan 3127, Atrium, 8th floor, 1077ZX Amsterdam, Holande.

IV. ORGANET VENDIMMARRESE TE SHOQERISE

4.1 Organet Vendimmarrese te Shoqerise jane:

- (i) Asambleja e Pergjithshme e Ortakeve;
- (ii) Administratori.

V. ASAMBLEJA E PERGJITHSHME E ORTAKEVE

5.1 Asambleja e Pergjithshme, e cila perbehet nga Ortaku i Vetem, eshte organi me i larte vendimmarres i Shoqerise, i cili merr vendime mbi aktivitetin dhe politiken ekonomike dhe tregtare te saj.

VI. ADMINISTRATORI

6.1 Shoqeria do te administrohet nga 1 (nje) Administrator, i cili eshte perfaqesuesi ligjor i Shoqerise dhe perfaqeson ate kundrejt paleve te treta dhe do te jete pergjegjes per menaxhimin e ceshtjeve te perditshme te Shoqerise, duke iu nenshtruar kufizimeve te parashikuara ne Statut dhe ne ligjin e aplikueshem.

6.2 Administratori i pare i Shoqerise eshte:

Z. Leslie Barbee Ponder IV, shtetas amerikan, lindur me 10 Shkurt 1967, ne Luiziana, SHBA, mbajtes i pasaportes me nr. 545379467 me te drejte firme te vetme perfaqesimi te Shoqerise ("Administratori").

- 6.3 Kohezgjatja e emerimit te Administratorit te Shoqerise do te jete 5 (pese) vjet, nga data e regjistrimit te Shoqerise prane Qendres Kombetare te Biznesit ("QKB"), me te drejte ripertitje.

Ky Akt Themelimi eshte hartuar ne 4 (kater) kopje origjinale identike ne shqip dhe ne anglisht secila. Per çdo mosmarreveshje qe lind ne zbatimin dhe/ose interpretimin e ketij Akti Themelimi, versioni Anglisht do te jete i detyrueshem dhe i vetmi qe prodhon efekte ligjore.

PER ORTAKUN E VETEM Mobile Satellite Services B.V.

Rebecca Clary, Managing Director A

Rebecca Clary
rebeccaclary

Ronald Posthumus, Managing Director B

Ronald Posthumus



Seen by me, Alexander Joannes Wiggers, civil-law notary officiating in Amsterdam, the Netherlands, for legalization of the signatures placed on the attached document of:

Mr **Ronald Posthumus**, born in Hilversum, the Netherlands, on the 21st day of February 1965, holder of a Dutch passport with number NW185LC62,

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Signed in Amsterdam, the Netherlands, on the 21st day of February 2018.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: THE NETHERLANDS
This public document
2. has been signed by **mr. A.J. Wiggers**
3. acting in the capacity of notary at Amsterdam
4. bears the seal/stamp of aforesaid notary

Certified

5. in Amsterdam
6. on 21-02-2018
7. by the registrar of the district court of Amsterdam
8. no. 009803
9. Seal/stamp:
10. Signature:

Y. el Messaoudi

