

## **INMARSAT PLC (THE "COMPANY")**

### **Telecoms Regulatory Sub Committee of the Board: Terms of Reference September 2017**

1. The Telecoms Regulatory Committee comprise the Chairman of the Board, a number of independent non-executive directors of the Company to be selected by the Board who have knowledge and experience of the regulatory environment in which the Company operates and the Chief Executive Officer of the Company.
2. The chairman of the Telecoms Regulatory Committee shall be appointed by the Board. In the absence of the chairman of the Telecoms Regulatory Committee, the remaining members present shall elect one of themselves to chair the meeting.
3. Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the person still meets the criteria for membership of the Committee.
4. Meetings of the Telecoms Regulatory Committee are to be held twice a year and otherwise as required. The quorum necessary for the transaction of business is any two of its members.
5. No one, other than a Committee member, shall be entitled to attend meetings of the Telecoms Regulatory Committee but others may attend by invitation as and when appropriate. Directors who are not members of the Committee may attend meetings with the Committee Chairman's prior approval.
6. If any member of the Telecoms Regulatory Committee is unable to act for any reason, the chairman of the Telecoms Regulatory Committee may appoint any other non-executive director of the Company to act as his/her alternate.
7. The Company Secretary will act as the secretary of the Telecoms Regulatory Committee.
8. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than four working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.
9. The Telecoms Regulatory Committee is authorised by the Board to:
  - (i) review key regulatory challenges facing the business of the Company and the strategy and action plans proposed to meet such challenges;
  - (ii) discuss the Company's strategy for acquisition of spectrum and frequency rights;
  - (iii) facilitate high level engagement with Governments, Regulatory bodies and international organisations as identified by the Company;
  - (iv) review upcoming key regulatory meetings, the proposed agendas and events and the Company's plans to cover such events;
  - (v) support the Company in various countries to secure authorisations for market access as identified by the Company; and

- (vi) obtain the advice and assistance of any of the Company's executives having particular expertise in such matters.

10. The duties of the Telecoms Regulatory Committee are:

- (i) to review, and advise on, the ongoing appropriateness and relevance of the Company's Regulatory policy and strategy as presented by the Company's executives and provide guidance on proactive measures proposed by the Company to maintain its leading position and competitiveness in the industry;
- (ii) the Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- (iii) the Committee's chairman should attend the Company's annual general meeting to be available to answer shareholders' questions;
- (iv) the secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. The minutes of meetings must be circulated to all Telecoms Regulatory Committee members and, once agreed, to all members of the Board;
- (v) the Committee shall arrange for periodic review of its own performance and at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- (vi) the Committee shall work and liaise as necessary with all other Board committees;
- (vii) in consultation with the Chairman of the Board, ensure that the Company maintains contact as required with its principal shareholders about Regulatory matters;
- (viii) to consider other matters as referred to the Telecoms Regulatory Committee by the Board.