

AST SPACEMOBILE, INC.
REDEMPTION ELECTION COMMITTEE CHARTER

(As of April 6, 2021)

I. Purpose

The purpose of the Redemption Election Committee (the “**Committee**”) is to determine whether, in connection with the redemption of units of ownership interest (the “**AST Common Units**”) in AST & Science LLC, a Delaware limited liability company (“**AST**”), which entitle the holder thereof to the distributions, allocations, and other rights under the Fifth Amended and Restated Limited Liability Company Operating Agreement of AST (the “**A&R Operating Agreement**”) by a holder thereof, AST SpaceMobile, Inc. (the “**Company**”), in its capacity as managing member of AST, should elect to redeem such AST Common Units for cash (as defined in the A&R Operating Agreement, a “**Cash Settlement**”) or shares of Class A Common Stock of the Company (as defined in the A&R Operating Agreement, a “**Share Settlement**”).

II. Composition

The Committee must consist of at least one (1) director; provided that the Committee shall at all times be comprised of an odd number of directors, none of whom was nominated under the Stockholders’ Agreement dated as of April 6, 2021 (as may be amended or restated from time to time, the “**Stockholders’ Agreement**”), by and among the Company and the other “Stockholder Parties” thereto, or other contractual right by, and none of whom is otherwise affiliated with, any Stockholder Party or other holder of AST Common Units.

Committee members must be appointed by the Board of Directors of the Company (the “**Board**”) subject to the terms of the Stockholders’ Agreement. Any vacancy on the Committee shall be filled by majority vote of the Board, subject to the terms of the Stockholders’ Agreement. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by majority vote of the Board, subject to the terms of the Stockholders’ Agreement.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws, and the Stockholders’ Agreement.

IV. Duties and Responsibilities

The Committee shall have sole responsibility and the full power and authority of the Board to determine whether, in connection with the redemption of AST Common Units by a holder thereof in accordance with the A&R Operating Agreement, the Company, in its capacity as managing member of AST, should elect to redeem such AST Common Units for a Cash Settlement or a Share Settlement. If the Committee for any reason is unable to or does not take action to make such determination within the time period specified by the A&R Operating Agreement, then the Company shall be deemed to have elected the Share Settlement method.

V. Stockholders' Agreement

For so long as the Stockholders' Agreement is in effect, this Charter will be interpreted consistent with such agreement.