

## DESCRIPTION OF TRANSACTION, PARTIES, AND PUBLIC INTEREST STATEMENT

### Description of the Transaction

This exhibit accompanies applications seeking the Commission's consent to transfer control of fixed earth station, VSAT network, private land mobile, and private microwave licenses<sup>1</sup> held by Globecom License Sub LLC ("Globecom License Sub"), which is a wholly-owned subsidiary of Cosmos Holdings Acquisition Corp. ("Cosmos"), which is a wholly-owned subsidiary of HCT Acquisition LLC ("HCT"). To effectuate the transfer of control, SpeedCast Americas, Inc. ("SpeedCast Americas") will acquire HCT from its current owners.<sup>2</sup>

### Description of the Parties

Globecom License Sub, a Delaware limited liability company, holds licenses for private wireless facilities, fixed earth stations, and VSAT networks, which support Globecom's existing non-common carrier operations.

Globecom License Sub and affiliated companies (collectively, "Globecom") designs, manages, and distributes voice, video, and data solutions to remote locations. Globecom's multi-network satellite, fiber, and cellular infrastructure supports radio frequency and internet provider communications for government, maritime, media, enterprise, and oil and gas markets in over 100 countries. In addition to operating managed network and hosted switch services, Globecom designs and integrates broadcast and over-the-top media content delivery solutions, complete enterprise communications and data management systems, including Internet of Things ("IoT") applications, and on premise and cloud-based enterprise video platforms.

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<sup>1</sup> Application for Transfer of Control of 14 Earth Stations Licensed to Globecom License Sub LLC under FCC Call Signs: E060446, E090179, E120057, E120200, E070227, E010177, E020003, E980122, E020288, E970361, E990402, E060431, E970206, E020002; Application for Transfer of Control of 3 VSAT Networks Licensed to Globecom License Sub LLC under FCC Call Signs: E000251, E000277, E000278; Application for Transfer of Control of 2 Private Land Mobile Stations Licensed to Globecom License Sub LLC under FCC Call Signs: WQLT500, WPLH258; Application for Transfer of Control of 2 Private Microwave Stations Licensed to Globecom License Sub LLC under FCC Call Signs: WQTL450, WQTL896.

<sup>2</sup> Two Section 214 authorizations previously held by Globecom companies (ITC-214-20030811-00396 held by Globecom Systems, Inc. and ITC-214-20090717-00337 held by Telaurus Communications LLC) were surrendered on September 7, 2018, and, therefore, no transfer of control applications have been filed for those authorizations. Globecom does not offer or provide common carrier services in the United States; thus, no common carrier operations are involved in this transaction.

HCT is a Delaware limited liability company that, through Cosmos, wholly owns Globecom License Sub, and also wholly owns other Globecom subsidiaries. HCT is currently owned by a group of investors including: (1) Lincoln Investment Solutions, Inc., which is a full service financial services firm; (2) American United Life Insurance Company, a leading insurance company;<sup>3</sup> and (3) various investment funds managed by Cerberus Capital Management II, LP and Tennenbaum Capital Partners, LLC, both of which are investment management firms.

SpeedCast Americas is an indirect, wholly-owned subsidiary of SpeedCast International Limited, an Australian publicly-traded company. SpeedCast Americas, its parents, and its affiliates (together, "SpeedCast") provide fully managed communications, IT and digital solutions via a global, multi-access-technology, multi-band and multi-orbit network of 70+ satellites and an interconnecting global terrestrial network, bolstered by extensive on the ground local support from 40+ countries. This global "network of networks" offers robust, integrated infrastructure for mission critical applications. Speedcast extends its managed services through differentiated technology offerings including cybersecurity, crew welfare, content solutions, data and voice applications and network systems integration services. Speedcast serves more than 2,000 customers in over 140 countries in sectors such as Maritime, Energy, Mining, Enterprise, Media, Cruise, NGOs and Government. The ownership structure of SpeedCast Americas is set forth in Exhibit E.

### **Public Interest Statement**

No change in the operation or use of the FCC-licensed facilities is expected as a result of the grant of this proposed transfer of control. Grant of this application will enable Globecom to continue providing competitive non-common carrier services to subscribers by taking advantage of SpeedCast's scale and capabilities.

At the same time, the proposed transfer of control will not have any adverse impact on competition because neither company has significant market share in any relevant market. Instead, the proposed transaction is likely to spur competition by putting Globecom in a better position financially and operationally to compete in global markets.

Accordingly, the public interest would be served by prompt consent to this application.

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<sup>3</sup> Lincoln Investment Solutions, Inc. and American United Life Insurance Company are parties to investment management agreements with HPS Investment Partners, LLC, a leading investment management firm.