



Compensation Committee Charter

Purpose

The Compensation Committee of the Board of Directors (the "**Board**") of RigNet, Inc. (the "**Company**") is appointed by the Board to discharge the Board's responsibilities relating to the compensation of the Company's Chief Executive Officer (the "**CEO**") and other non-CEO executive officers (the "**Executive Officers**"), and to consider, recommend, administer, and implement the Company's compensation plans, policies, and programs, including incentive-compensation plans and equity-based plans. The Compensation Committee has full authority to determine and approve the compensation of the CEO and to make recommendations with respect to the compensation of the Executive Officers. The Compensation Committee is responsible for ensuring that an annual report on executive compensation be included in the Company's proxy statement or annual report. The Compensation Committee shall oversee and direct that succession planning responsibilities are carried out for the CEO and the Executive Officers.

Committee Membership

The Compensation Committee shall consist of no fewer than three members of the Board. The members of the Compensation Committee shall meet the independence requirements of any exchange upon which the Company's securities are listed, the provisions of Rule 10AC-1(b)(1)(ii)(A) and (B) under the Securities Exchange Act of 1934, as amended (the "Exchange Act" and any additional requirements as the Board may deem appropriate. Members of the Compensation Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Exchange Act, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). A Board member may not serve on the Compensation Committee if any Executive Officer of the Company serves on the board of directors of a company that employs such Board member as an executive officer.

The members of the Compensation Committee shall be appointed annually by the Board, and the Board shall designate one of the members as the Chairperson. Vacancies on the Compensation Committee shall be filled by the Board, and committee members may be removed (with or without cause) and replaced by the Board, but all such vacancy fills and replacements shall be made on the recommendation of the Nominating and Governance Committee. A member of the Compensation Committee may resign by giving written notice to the Board, and may resign membership on the Compensation Committee without resigning from the Board. The Board may designate one or more independent directors of the Company as alternate members of the Compensation Committee, who may replace any absent or disqualified Compensation Committee member at any meetings.

Committee Structure and Operations

The Chairperson shall be responsible for leadership of the Compensation Committee, including preparing the meeting agendas, making committee assignments, and reporting for the Compensation Committee to the Board at its next regularly scheduled meeting following a meeting of the Compensation Committee.

The Compensation Committee shall meet in person or telephonically as often as necessary, but at least quarterly, to carry out its responsibilities. The Chairperson shall call and preside at each meeting of the Compensation Committee and, in the absence of the Chairperson, one of the other members of the Compensation Committee shall be designated as the acting chair of the meeting. All meetings of the Compensation Committee shall be governed by the same rules regarding notice, quorum, and voting requirements as are applicable to the Board. Written minutes of the meetings of the Compensation Committee in the form approved at the immediately following meeting shall be duly filed in the Company records. The Compensation Committee may form and delegate authority to one or more subcommittees as it deems necessary or advisable from time to time, *provided*, that any such subcommittee shall report any actions taken by it to the full Compensation Committee at its next regularly scheduled meeting. The Compensation Committee shall fix any additional rules or procedure as it deems necessary or advisable consistent with this Charter, the bylaws of the Company, the rules of any exchange upon which the Company's securities are listed, and the laws of the State of Delaware.

The Compensation Committee shall have the sole authority to, and may in its sole discretion, retain and terminate any compensation consultant, legal counsel or other advisor to be used to assist in the evaluation of director, CEO, or Executive Officer compensation or the performance of any other duties of the Compensation Committee. The Compensation

Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee, including the sole authority to approve the fees and other retention terms and conditions. In performing its duties, the Compensation Committee shall have full access to the Company's senior management and employees and all of the Company's books, records, and facilities. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Compensation Committee.

The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, only after taking into consideration all factors and guidance set forth in NASDAQ Stock Market Rule 5605(d)(3)(D).

Committee Powers, Authority, Duties and Responsibilities

In addition to such other duties as the Board may from time to time assign to the Compensation Committee or as may be required by applicable law or regulation, the Compensation Committee shall do the following:

1. The Compensation Committee shall annually review corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives established by the Board, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation and in accordance with any applicable employment agreement then in effect. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years, the results of the most recent advisory vote on "Say and Pay" and may consider such other factors as it deems necessary or advisable.
2. The Compensation Committee shall annually, and at the time of any new CEO hire, review and approve, subject to employment agreements existing at the time of such review, the following with respect to the CEO (a) the annual base salary amount, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation (including cash-based and equity-based awards and opportunities), (d) any employment agreements, severance arrangements, and change-in-control and similar agreements or provisions, and any amendments, supplements, or waivers to the foregoing agreements or provisions, in each case, as, when, and if deemed necessary or advisable by the Compensation Committee, and (e) any perquisites or other special or supplemental benefits, including retirement benefits and perquisites provided to such persons during and after employment with the Company. The CEO may not be present during voting or deliberations on his or her compensation.
3. The Compensation Committee shall annually, and at the time of any new Executive Officer hire, review and make recommendations to the Board regarding the following with respect to the Executive Officers of the Company, (a) the annual base salary amounts, (b) annual bonus arrangements, if any, (c) any long-term incentive compensation (including cash-based and equity-based awards and opportunities), (d) any employment agreements, severance arrangements, and change-in-control and similar agreements or provisions, and any amendments, supplements, or waivers to the foregoing agreements or provisions, in each case as, when, and if deemed necessary or advisable by the Compensation Committee, and (e) any perquisites or other special or supplemental benefits, including retirement benefits and perquisites provided to such persons during and after employment with the Company. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b 3 of the Exchange Act, or Section 162(m) of the Code, the Board may delegate exclusive authority to the Compensation Committee to approve or ratify elements of compensation of the Executive Officers.
4. The Compensation Committee shall consider, recommend, administer, and implement the Company's incentive compensation plans and equity-based plans in which the CEO, and the Executive Officers and other employees of the Company and its subsidiaries participate, including, but not limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards, and (e) imposing limitations, restrictions, and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.
5. The Compensation Committee shall annually review and recommend to the Board any changes with respect to any existing compensation plans of the Company (including incentive compensation plans and equity-based plans) and annually assess the desirability of proposing, and make recommendations to the Board with respect to, any new compensation plans (including incentive compensation plans and equity-based plans) and any increase in shares reserved for issuance under existing equity-based plans.
6. Annually review and make recommendations to the Board with respect to the compensation and benefits of directors (for service on the full Board and Board committees), including with respect to awards under any incentive compensation plans or equity-based compensation plans and the adoption of any such plans applicable only to directors.
7. The Compensation Committee shall monitor the Company's compliance with applicable laws and regulations affecting compensation and benefits matters, including (a) overseeing policies on structuring compensation programs to

preserve tax deductibility, (b) overseeing compliance with the requirements of the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and officers of the Company, (c) overseeing compliance with the rules of any exchange upon which the Company's securities are listed regarding shareholder approval of equity-based compensation plans, with limited exceptions, (d) as required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Code, and (e) overseeing compliance with the requirements of Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act relating to compensation committees.

8. The Compensation Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement, and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on form 10-K filed with the Securities and Exchange Commission.
9. The Compensation Committee shall ensure that an annual Compensation Committee Report on executive compensation be prepared as required by the applicable rules and regulations of the Securities and Exchange Commission and the listing requirements of the rules of any exchange upon which the Company's securities are listed, for inclusion in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission.
10. The Compensation Committee shall make regular reports to the Board, including a report to the Board at the next regularly scheduled meeting following a meeting of the Compensation Committee.
11. The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
12. The Compensation Committee shall annually review its own performance.
13. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board or as may be required by applicable law or regulation, and shall perform any other activities consistent with this Charter, the Company's bylaws, the rules of any exchange upon which the Company's securities are listed, and the laws of the State of Delaware as the Compensation Committee or the Board deems necessary or appropriate.
14. The Compensation Committee shall develop and recommend to the Board for approval a Chief Executive Officer succession plan (the "Succession Plan"). The Chief Executive Officer shall make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. Any succession planning shall include a review of the ability of other executive officers in the Company or directors to assume delegation of authority to perform duties of the Chief Executive Officer on a temporary or interim basis should the Chief Executive Officer become unable.
15. The Compensation Committee will review the CEO's succession plan, for the Executive Officers, such plan to be reviewed annually. The CEO shall present to the Compensation Committee such additional reports as may be requested concerning the status of the succession plan. The CEO is responsible for RigNet's the development of a succession plan for the Executive Officers for review by the Compensation Committee and report to the Board of Directors for approval. At the annual review, the CEO will present to the Compensation Committee the following: (a) a review of the Company's succession plan by functional head and P&L leaders. (b) key positions and incumbents targeted for succession planning, and (c) a succession plan that identifies critical executive and management positions, forecasts future vacancies in those positions and identifies potential managers who would fill the vacancies.

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As the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Compensation Committee may consider and act upon from time to time, the members of the Compensation Committee in their judgment and within the bounds of any applicable law, rule, or regulation may determine the relevance of and attention that those items should receive in any particular context.

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