Insider Trading Compliance Policy

All directors, officers and employees of RigNet, Inc. and its subsidiaries (collectively, the "Company") are subject to the provisions of this Insider Trading Compliance Policy (the "Policy").

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. The U.S. Securities and Exchange Commission and any exchange upon which the Company's securities are listed are very active and effective at detecting insider trading. Allegations of insider trading are vigorously pursued. This Policy is designed to prevent insider trading, or allegations of insider trading, and to protect the Company's reputation for integrity and ethical conduct. It is your obligation to understand and comply with this Policy.

Any questions regarding this Policy and the procedures set forth in this Policy should be directed to the Company's General Counsel.

Persons Covered

Any person who possesses material, non-public information is considered an insider as to that information. Insiders include Company directors, officers, employees, and those persons in a special relationship with the Company, such as auditors, consultants, independent contractors, professional advisors (each, a "Covered Individual"). The definition of insider is transaction specific; that is, a Covered Individual is an insider with respect to each material, non-public item of information which such Covered Individual possesses.

The restrictions set forth in this Policy apply equally to family members of Covered Individuals and to any entity over which the Covered Individual or such other family members exercise or share investment control, such as a partnership or family trust. Such parties are herein collectively referred to as "Related Parties." For purposes of this Policy, family members include a person's (including through adoptive relationship) spouse, parents, grandparents, children, siblings, mothers-in-law, fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone else, whether or not related, who shares such person's home (other than domestic employees). If any such person is not a Related Person for purposes hereof, such person may be a "tippee" for securities laws purposes (see "Tipping Information to Others" below). Covered Individuals are responsible for the compliance of Related Parties under this Policy.

Trading on Inside Information Prohibited

It is a serious violation of federal and state securities laws, and of Company policy, for any person (a) to buy or sell common stock or other equity securities of the Company (collectively, "Equity Securities") or any other securities of the Company (together with the Equity Securities, the "Company Securities") while in possession of material non-public information relating to the Company or (b) to engage in any other action to take advantage of such information or to pass it on to others. This prohibition also applies to information obtained in the course of employment relating to any other company with publicly-traded securities with whom we have a business relationship, including customers, vendors, managers, partners, and entities with which the Company may be negotiating a transaction. Information that is not material to the Company may nevertheless be material to one of those other companies. The Company and its controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading violations.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for a personal emergency expenditure) are no exception to this Policy. In addition, the federal and state securities laws and this Policy apply regardless of the number of shares or the dollar amount of the transaction - even the purchase or sale of one share of common stock. The appearance of any improper transactions should also be avoided to preserve the Company's reputation for adhering to the highest standards of ethical conduct.

1. **Material Information**. Material information is any information that a reasonable investor would likely consider important in a decision to buy, hold or sell Company Securities - in short, **any information which could reasonably affect the price, either favorably or unfavorably, of Company Securities**.

While it is not possible to provide an exhaustive list, the following are some of the types of information that would ordinarily be considered material: (i) news of a pending or proposed corporate acquisition, disposition or other significant business

combination, (ii) financial results, especially quarterly and year-end earnings (and projections of future earnings or losses), and significant changes in financial results or liquidity, (iii) significant changes in corporate strategy, dividend policy or objectives, (iv) take-over bids or bids to buy back common shares of the Company, (v) changes in ownership that may affect control of the Company, (vi) significant changes in management, (vii) significant changes in reserve levels or practices, (viii) public or private issues of additional equity or debt securities, (ix) significant changes in capital structure, (x) events of default under financings or other agreements, (xi) actual or threatened major litigation, or the resolution of such litigation, (xii) significant changes in operating or financial circumstances, such as significant changes in material contracts, cash-flow changes, liquidity changes or investment asset impairments, (xiii) the declaration of dividends other than in the ordinary course or a change in dividend policy, (xiv) financial projections, (xv) development of new service offerings, (xvi) entering into new material customer contracts, (xvii) the gain or loss of a significant supplier, (xvii) building new product lines and (xix) regulatory developments or changes.

2. **Non-public Information**. Non-public information is any information that has not already been disclosed generally to the public. Information about the Company that is not yet in general circulation should be considered nonpublic. It is important to note that information is not necessarily public merely because it has been discussed in the press, which will sometimes report rumors. All information that a Covered Individual learns about the Company or its business plans in connection with his/her employment is non-public information unless you can point to its official release by the Company in a press release, a filing with the Securities and Exchange Commission (the "SEC") or a publicly available Company webcast or similar broadcast.

In addition, you may not attempt to "beat the market" by trading simultaneously with, or shortly after, the official release of material information. Although there is no fixed period for how long it takes the market to absorb information, out of prudence a person aware of material non-public information should refrain from any trading activity for approximately two full trading days following its official release; shorter or longer waiting periods might be warranted based upon the liquidity of the security and the nature of the information.

3. **Twenty-Twenty Hindsight**. Remember, if a Covered Individual's securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, Covered Individuals should carefully consider how regulators and others might view such transaction in hindsight.

4. **Tipping Information to Others**. Whether the information is proprietary information about the Company or non-public information that could have an impact on the price of Company Securities, Covered Individuals must not pass such information on to others (either explicitly or by way of generally advising others to buy or sell Company Securities).

Blackout Periods

It is also a violation of Company policy for any Director, officer or exempt/salaried employee or any Related Party of such persons (collectively, the "Blackout Individuals") and any other employees who may be specified by the Company from time to time to purchase or sell Company Securities:

1. **Quarterly and Annual Results**. For a period beginning the fifteenth day of the last month of the Company's quarter and ending at the beginning of the third business day after the release of the Company's quarterly or annual results to the public, provided, however that the period beginningMarch 19th to the last day of March of each year shall not be restricted. Thus, if the Company's results are released on a Monday, Thursday generally would be the first day on which Covered Individuals and Related Parties should trade. If the Company's results are released on a Friday, Wednesday generally would be the first day on which Blackout Individuals should trade.
2. **Public Announcements of Material Information**. The Company's shareholders and the investing public should be afforded the time to receive the information and act upon it. As a general rule, Blackout Individuals should not engage in any transactions until the beginning of the second business day after the information has been released.
3. **Interim Earnings Guidance and Event-Specific Blackouts**. The Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 8-K or other means designed to achieve widespread dissemination of the information. You should anticipate that trading will be blacked out while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

   From time to time, an event may occur that is material to the Company and is known by only a few directors or officers. The existence of an event-specific blackout will not be announced. If, however, a person whose trades is subject to pre-clearance requests permission to trade in Company Securities during an event-specific blackout, the General Counsel will inform the requesting person of the existence of a blackout period, without disclosing the reason for the blackout. Any person made aware of the existence of an event-specific blackout should not disclose the existence of the blackout to any other person.

   Even if a blackout period is not in effect, at no time may you trade in Company Securities if you are aware of material non-public information about the Company. The failure of the General Counsel to notify you of an event-specific blackout will not relieve you of the obligation not to trade while aware of material non-public information.

Additional Prohibited Transactions

Because we believe it is improper and inappropriate for Blackout Individuals to engage in short-term or speculative transactions involving Company Securities, it is the Company's policy that Blackout Individuals should not engage in any of the following activities with respect to Company Securities whether or not in possession of material non-public information:

1. **Short Sales**. Selling Company Securities short is prohibited. Selling short is the practice of selling more securities than one owns, a technique used to speculate on a decline in the price.
2. **Buying or Selling Puts, Calls or Derivatives**. The purchase or sale of options of any kind, whether puts, calls or other derivative securities, related to Company Securities is prohibited. The speculative nature of the market for these financial instruments imposes timing considerations that are inconsistent with careful avoidance, or even the appearance of use, of inside information. A put is a right to sell at a specified price a specific number of shares by a certain date and is utilized in anticipation of a decline in the share price. A call is a right to buy at a specified price a specified number of shares by a certain date and is utilized in anticipation of a rise in the share price. A derivative is an option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege at a price related to an equity security, or similar securities with a value derived from the value of an equity security.
3. **Purchases of Covered Securities on Margin**. Any Company Securities purchased in the open market shall be paid for fully at the time of purchase. Purchasing Company Securities on margin (borrowing money from a stockbroker to fund the stock purchase) is prohibited. This prohibition does not apply to "cashless exercises" of employee stock options, in which the Covered Individual sells shares being acquired to pay the taxes required to be withheld and/or the exercise price of the stock option.
4. **Hedging**. Hedging transactions and any similar arrangements that allow the holder to lock in a value for a security in exchange for protection from upside or downside price movement is prohibited with respect to Company Securities.
5. **Pledging**. Pledging Company Securities as collateral for a loan and any similar arrangements that may allow a secured creditor to take ownership of Company Securities is prohibited.

Trading in Equity Securities on a Short-Term Basis. Any Equity Securities purchased in the open market should be held for a minimum of six months and ideally longer. This rule may not apply to certain types of transactions such as stock option exercises, the receipt of performance shares and the receipt of restricted shares; however, any such transactions should be discussed with the Company to avoid potential problems.

Certain Exceptions

1. **Rule 10b5-1 Plans**. A purchase or sale of Company Securities in accordance with a trading plan adopted in accordance with the SEC's Rule 10b5-1(c) shall not be deemed to be a violation of this Policy even though such trade takes place during a blackout period or while the Covered Individual making such trade was aware of material, non-public information. However, the trading plan must be adopted outside of a blackout period and at a time when such Covered Individual is not aware of material, non-public information. In addition, such trading plan shall not take effect until the end of the next quarterly or annual results blackout period described above. A trading plan is a contract, instruction or a written plan regarding the purchase or sale of securities, as more fully described in Rule 10b5-1(c). Each trading plan must be approved by the Company's General Counsel prior to establishment to confirm compliance with this Policy and applicable securities laws. Approval of a trading plan shall not be deemed a representation by the Company or the Company's General Counsel that such plan complies with Rule 10b5-1, nor an assumption by the Company or the Company's General Counsel of any liability or responsibility to the individual or any other party if the plan does not comply with Rule 10b5-1. An employee may amend or replace his or her trading plan only during periods when trading is permitted in accordance with this Policy, and must submit any proposed amendment or replacement of a trading plan to the General Counsel for approval prior to adoption. An employee must provide notice to the General Counsel prior to terminating a trading plan. Employees should understand that frequent modifications or terminations of a trading plan may call into question the good faith of the employee in entering into the plan (and therefore may jeopardize the availability of the affirmative defense against insider trading allegations).
2. **Stock Option Exercise**. The exercise of stock options issued by the Company (but not the sale of any shares issued upon such exercise or purchase) is exempt from this Policy. However, this Policy applies to the "cashless" exercise of a stock option.

Post-Termination

This Policy continues to apply to transactions in Company Securities by Covered Individuals even after such persons have terminated employment or other services to the Company such that if such Covered Individual is aware of material non-public information when such employment or service relationship terminates the person may not trade in Company Securities until that information has become public or is no longer material.

Confidentiality Policy

The unauthorized disclosure of non-public information about the Company, whether or not for the purpose of facilitating improper trading in Company Securities, could cause serious harm for the Company. Covered Individuals should treat all such information as confidential and proprietary to the Company. All employees of the Company should refrain from discussing nonpublic information about the Company or developments within the Company with anyone outside the Company, except as required in the performance of their regular corporate duties and for legitimate business reasons.

This provision applies specifically (but not exclusively) to inquiries about the Company that may be made by the financial press, investment analysts or others in the financial community. Only certain designated officers may make communications on behalf of the Company. Unless an employee is expressly authorized to do so, any inquiries of this nature should be referred to the Company's Director, Investor Relations.

Assistance

The ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with the Covered Individual. It is imperative that Covered Individuals use their best judgment. Any person who has any questions about specific transactions may obtain additional guidance from the Company's General Counsel.

Penalties for Violations of this Policy and Laws

1. **Civil and Criminal Penalties.** In the United States and many other countries, the personal consequences to you of illegally trading securities while in possession of material non-public information can be quite severe. Besides requiring disgorgement of profits gained or losses avoided, there are substantial civil and criminal penalties which may be assessed for insider trading violations. Potential penalties include (i) civil fines of up to three times the profit gained or loss avoided, (ii) criminal fines for corporations of up to $25 million and for individuals of up to $5 million, and (iii) imprisonment for up to twenty years.
2. **Controlling Person Liability.** If the Company fails to take appropriate steps to prevent illegal insider trading, the Company may have "controlling person" liability for a trading violation. Civil penalties under "controlling person" personal liability could extend to the Company's directors, officers, and other supervisory personnel if they fail to take appropriate steps to prevent insider trading violations.
3. **Company Sanctions.** Subject to applicable law, Company employees who violate this Policy may also be subject to discipline by the Company, up to and including termination of employment, even if the country or jurisdiction where the conduct took place does not regard it as illegal.

If you are located or engaged in dealings outside the United States, be aware that laws regarding insider trading and similar offenses differ from country to country. Employees must abide by the laws in the country where they are located. However, you are required to comply with this Policy even if local law is less restrictive. If a local law conflicts with this Policy, you must consult the General Counsel.

ADDITIONAL INSIDER TRADING POLICIES AND PROCEDURES

These Additional Insider Trading Policies and Procedures only apply to the Directors and Section 16 Officers of the Company and certain other persons as the Company may determine from time to time (collectively, the "Specified Persons"), and they supplement the Insider Trading Policies and Procedures for Covered Individuals.

All Specified Persons must strictly comply with these Additional Insider Trading Policies and Procedures.

Any questions regarding these Additional Insider Trading Policies and Procedures should be directed to the Company's General Counsel (the "Clearance Officer").

1. **Additional Pre-Clearance Requirement for Specified Persons**. Before any Specified Person engages in any transaction involving Company Securities, such Specified Person must pre-clear the proposed transaction with the Clearance Officer. Until the Clearance Officer provides pre-clearance for the proposed transaction, such Specified Person shall not execute any transaction. If the Specified Person receives pre-clearance, he or she will have until the end of two trading days following the day pre-clearance is received to execute the transaction. For example, if a Specified Person receives pre-clearance from the Clearance Officer on a Tuesday, that Specified Person generally will have until the end of trading on Thursday of the same week to execute the transaction. If for any reason the transaction is not completed within this period of time, pre-clearance must be obtained again from the Clearance Officer before any Company Securities can be traded.

   Notwithstanding the foregoing, pre-clearance is not required for any trades made pursuant to a pre-arranged 10b5-1 trading plan adopted in accordance with the requirements of this Policy.

   Remember, even if a proposed trade is pre-cleared, you are prohibited from trading any Company Securities while in

possession of material non-public information relating to the Company.

If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance.

2. **Specified Persons Must Pre-Clear All Transactions in Company Securities.** The pre-clearance requirement applies to all proposed purchases and sales of Company Securities. Specified Persons must also pre-clear all potential changes in their beneficial ownership of Company Securities, including, but not limited to, any changes in beneficial ownership of Company Securities through a gift to a charitable organization or a transfer to a family trust.
3. **Specified Persons Must Pre-Clear All Transactions in Company Securities by Certain Family Members, Members of their Household and Others they Financially Support.** Under the securities laws, the Company Securities held in the name of the spouse or minor children of a Specified Person will generally be regarded as beneficially owned by the Specified Person. In addition, in many circumstances, Company Securities held in the name of other persons who are members of the Specified Person's household or financially supported by the Specified Person (regardless of whether these other persons are related or unrelated to the Specified Person), will generally be regarded as beneficially owned by the Specified Person.

   Therefore, you must pre-clear with the Clearance Officer any potential transactions in Company Securities held by you, your spouse, minor children and any other persons who are members of your household or financially supported by you (regardless of whether these other persons are related or unrelated to you).
4. **Former Specified Persons Must Continue to Pre-Clear All Proposed Transactions in Company Securities For Six Months From the Day They are No Longer a Specified Person.** In the event that a Specified Person retires, resigns, is terminated or undergoes any other change in his or her relationship with the Company such that the person is no longer a Specified Person, that person must continue to pre-clear any proposed transaction in Company Securities with the Clearance Officer for six months from the day he or she ceases being a Specified Person. Certain SEC reporting requirements may continue to apply during this period.
5. **Stock Ownership Reporting Requirements.** One purpose of the pre-clearance requirement is to help you comply with your SEC reporting obligations. The Clearance Officer will assist in preparing and filing most forms. You or your broker should not file Forms 3, 4 or 5 described below without consulting with the Clearance Officer. However, you should be generally familiar with the following reporting requirements:
   a. Section 16 Compliance. All Directors and Section 16 Officers of the Company are required under Section 16 to report their initial beneficial ownership, and most changes to their beneficial ownership, of the Equity Securities to the SEC. Reporting may be required with respect to Equity Securities held in the name of the spouse or minor children of a Director or Section 16 Officer. Reporting may also be required with respect to Equity Securities held in the name of other persons who are members of the Director's and Section 16 Officer's household or financially supported by the Director or Section 16 Officer (regardless of whether these other persons are related or unrelated to the Director or Section 16 Officer). Reporting may further be required of Equity Securities held by a trust for which a Director or Section 16 Officer is a trustee or beneficiary, or Equity Securities held by a corporation in which such person has a controlling interest or a partnership in which such person has an interest. Reportable transactions include acquisitions and dispositions of Equity Securities through gifts, inheritances, stock option grants and exercises, and stock awards under incentive or bonus plans. Furthermore, changes in the nature of such ownership (e.g., from direct to indirect) of Equity Securities, including through the transfer of shares to or from a trust, are likewise reportable.

      The SEC requires three forms to be used by Directors and Section 16 Officers to satisfy these reporting requirements:

      i. Form 3 (Initial Report): Directors and Section 16 Officers must file a Form 3 with the SEC, even if they hold no Equity Securities, within 10 calendar days of becoming a Director or Section 16 Officer.
      ii. Form 4: Directors and Section 16 Officers must file a Form 4 with the SEC within two business days of most changes in their beneficial ownership of Equity Securities, or any changes in the beneficial ownership of others whose holdings may be attributed to such person, such as the Equity Securities held by the spouse or minor children of a Director or Section 16 Officer or those held by other persons who are members of the Director's or Section 16 Officer's household or financially supported by the Director or Section 16 Officer (regardless of whether these other persons are related or unrelated to the Director or Section 16 Officer).
      iii. Form 5: Directors and Section 16 Officers may have to file a Form 5 with the SEC within 45 calendar days following the end of each fiscal year of the Company. Like all of the SEC's reporting requirements, the requirements for filing a Form 5 are technical and you should consult with your broker and the Clearance Officer to discuss these requirements as the end of the fiscal year approaches. You should be aware that a Form 5 is generally filed for holdings and transactions in Equity Securities that did not have to be previously reported, and/or those holdings and transactions that should have been previously reported but were not.

   Each Director and Section 16 Officer may execute a power of attorney giving the Clearance Officer or his designee the authority to sign Forms 3, 4 and 5 on his or her behalf to facilitate timely filings.

   b. Rule 144 Compliance. Sales of Company Securities, regardless of how acquired (i.e., purchases in the open market), by an "affiliate" of the Company must be made in compliance with the provisions of Rule 144 under the Securities Act of 1933. An "affiliate" of the Company for purposes of Rule 144 is a person that directly or indirectly

controls or is controlled by the Company. “Control” is defined as the power to direct or cause the direction of management and policies of the Company, whether through ownership of shares, by contract or otherwise. Each Director and Section 16 Officer should consider himself potentially to be an “affiliate” of the Company under the Securities Act of 1933. In addition the family members of such directors and officers might also be deemed to be an “affiliate” of the Company if they, too, are controlled by such director or officer. Rule 144 is described in more detail below.

6. **Filing Responsibilities: The Ultimate Responsibility Rests with You.** While the policies and procedures set forth in this memorandum are intended to help Directors and Section 16 Officers comply with the requirements of the federal securities laws, Directors and Section 16 Officers should recognize that legally it remains their obligation to see that their filings are made correctly and on time, and that they do not engage in unlawful short-swing or insider trading transactions.

RULE 144 RESTRICTIONS ON SALE

Sales of Company Securities, regardless of how acquired (i.e., purchases in the open market) must be made in compliance with the provisions of Rule 144 under the Securities Act of 1933.

Rule 144 permits limited public resales of “restricted securities”. The term “restricted securities” means, in general, securities that are acquired from the Company in a transaction or chain of transactions not involving a public offering. Accordingly, none of the shares you may have acquired in the initial public offering or upon exercise of Company stock options that are SEC registered are “restricted securities”; securities you acquired prior to the initial public offering are “restricted securities”. If the securities to be sold are “restricted securities”, the seller’s ability to sell the securities depends on a number of conditions that must be satisfied.

a. If the seller of the securities is not an affiliate of the Company, and was not an affiliate of the Company during the preceding three months, and:
    1. the Company is not, or has not been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, a one-year holding period must be satisfied; or
    2. the Company is, and has been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, a one-year holding period, or if certain current information about the Company is publicly available, a six-month period, must be satisfied.
b. If the seller of the securities is an affiliate of the Company, or has been an affiliate at any time during the 90 days immediately before the sale, and:
    1. the Company is not, or has not been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, a one-year holding period must be satisfied; or
    2. the Company is, and has been for a period of at least 90 days immediately before the sale, subject to the reporting requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, a six-month holding period must be satisfied.
    3. In addition to the holding period requirements, affiliates of the Company must comply with the following conditions:
c. The number of securities sold in any three-month period must not exceed the greater of (i) 1% of the outstanding securities of the Company and (ii) the average weekly recorded trading volume for such class of securities during the four (4) calendar weeks preceding such sale.
d. Sales must be made in ordinary brokerage transactions or in transactions directly with a market maker. You must not solicit or arrange for the solicitation of buy orders or pay any payment in connection with the sale, other than the commission to the broker who executes the order to sell. The broker may do no more than execute a sell order as agent for the usual customary commission; he/she cannot solicit or arrange for the solicitation of buy orders.
e. If the sale is of more than five thousand (5,000) shares or a $50,000 aggregate sale price in any three-month period, the seller must file a Notice of Sale on Form 144 with the SEC prior to or concurrently with the sale. Your broker will assist you in filing the Form 144.
f. A seller filing a Form 144 must have a bona fide intention to sell the securities referred to in the Form within a reasonable time after the Form is filed with the SEC.

If you have any questions or are uncertain about whether a transaction must comply with Rule 144, please contact the Clearance Officer.

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