



## Corporate Governance Guidelines

The business and affairs of RigNet, Inc. (the "**Company**") shall be managed under the direction of the Company's Board of Directors (the "**Board**"). The Board has adopted these Corporate Governance Guidelines to assist it in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Certificate of Incorporation, or the By-laws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board. A current version of the Corporate Governance Guidelines shall be posted on the Company's website at [www.rignet.com](http://www.rignet.com).

### DIRECTOR QUALIFICATION STANDARDS AND BOARD COMPOSITION

#### Independence and Qualifications

A majority of the members of the Board must qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934, and the rules and regulations promulgated thereunder, the applicable rules of the Nasdaq Stock Market, Inc. ("**NASDAQ**") (subject to applicable phase-in periods provided for in such rules), and the Policy Governing Director Qualifications and Nominations adopted by the Board as categorical standards to assist in making such assessments, a copy of which shall be posted on the Company's website at [www.rignet.com](http://www.rignet.com). The Corporate Governance and Nominating Committee of the Board shall be responsible for nominating members for election to the Board. The Board shall be responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance and Nominating Committee of the Board is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on an annual basis, as well as the composition of the Board as a whole. This assessment will include directors' qualification as independent as well as consideration of skills and experience in the context of the needs of the entire Board.

#### Size of the Board

The size of the Board is subject to adjustment in accordance with the Company's Certificate of Incorporation and Bylaws. For example, it may be desirable to increase the size of the Board in order to accommodate the availability of an outstanding candidate for director. The Corporate Governance and Nominating Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

#### Other Directorships

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may serve, in general. However, the Corporate Governance and Nominating Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on the board of directors of another public or private company or taking a significant committee assignment on another board of directors.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, the Board has adopted a policy that if a member of the Audit Committee serves on the audit committees of more than three public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee. The Company shall disclose any such determination in its annual proxy statement.

#### Change of Status

Directors are expected to report changes in their principal occupations, and business or professional affiliations or positions

of responsibility, including retirement, to the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee. A director should offer to resign from the Board and any Board committees upon which such director serves if the Corporate Governance and Nominating Committee concludes that the director no longer meets the Company's requirements for service on the Board.

### **Term Limits**

The Board does not generally favor term limits for directors. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they carry the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, to provide an increasing contribution to the Board and the Company. Therefore, the Corporate Governance and Nominating Committee would annually review each director's continuation on the Board to, among other things, allow each director a convenient opportunity to confirm his or her desire to continue serving as a Board member.

### **Additional Qualification Standards**

From time to time, the Board or the Corporate Governance and Nominating Committee may establish additional qualifications for directors, taking into account the composition and expertise of the entire Board.

## **DIRECTOR RESPONSIBILITIES**

### **Business Judgment and Indemnification**

Directors should exercise their business judgment in good faith to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. In discharging their responsibilities, directors are entitled to rely on the honesty and integrity of their fellow directors and of the Company's executive officers, outside advisors, and outside auditors. Directors shall be entitled to have the Company purchase reasonable Director's and Officer's liability insurance on their behalf, and to the benefits of indemnification to the fullest extent permitted by law, the Company's by-laws, and any indemnification agreements.

### **Meetings**

There shall be at least four regularly scheduled meetings of the Board each year. Directors are expected to regularly attend meetings of the Board and of all Board committees upon which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Absent special circumstances, each director is expected to attend at least 75% of all Board meetings and meetings of each Board committee on which that director serves. To prepare for such meetings, directors should review the materials that are distributed to directors in advance of those meetings.

### **Matters Considered**

The Chairman of the Board shall set the agenda for each meeting of the Board and the Chairman of each Board committee shall set the agenda for each meeting of the applicable committee. Any director may suggest agenda items for each meeting and may raise for consideration at meetings other matters not on the agenda that the director considers worthy of discussion. During at least one Board meeting each year, the Board will review the Company's long-term strategic plans and the principle issues that the Company may encounter in the future.

### **Meetings of Outside Directors**

The Board will schedule regular executive sessions where non-management directors meet without management participation. If the non-management directors include any directors who are not independent directors, at least one executive session will include only independent directors. The Chairman of the Board, if an independent director, or the Chairman of the Corporate Governance and Nominating Committee shall be the presiding director for each executive session.

### **Communications**

The Board believes that Company management generally should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

Interested parties may contact the Board or individual directors by delivering any inquiries, items for discussion, or other

materials to their attention c/o the Company's General Counsel, currently Bill Sutton, at 1880 S. Dairy Ashford, Suite 300, Houston, TX 77077. These submissions are monitored by the Company's General Counsel, who will periodically review these submissions and forward messages to members of the Board, as appropriate. Responses to any such submissions will be at the discretion of the copied Board member(s) and/or the General Counsel. Messages concerning the Company's products or services or account-related matters will be forwarded directly to the Customer Care department.

### **Director Attendance at Annual Meetings of Stockholders**

Directors are encouraged to attend the Company's annual meeting of stockholders. A director who is unable to attend the Company's annual meeting of stockholders is expected to notify the Chairman of the Board.

## **BOARD COMMITTEES**

### **Committees and Members**

The Company shall have an Audit Committee, a Compensation Committee, and a Corporate Governance and Nominating Committee. In general, Board committee members will be appointed by the Board with consideration of the desires and preferences of individual directors. Due consideration will be given to rotating committee members periodically, but rotation will not be mandated as a policy and the emphasis will instead be placed on expertise, past performance, and director preference.

### **Committee Charters**

Each Board committee shall have its own charter. The charters shall set forth the purposes, goals, responsibilities, and authority of the committees (consistent with the Company's by-laws or applicable resolutions of the Board), as well as certain specific qualifications for committee membership and procedures for committee member appointment. In addition, the committee charters shall address committee reporting to the Board. The charters shall also provide that each committee will annually evaluate its own performance and report the results of this evaluation to the full Board.

### **Committee Meetings**

The Chairman of each Board committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. Minutes of each meeting shall be recorded and filed in the records of the Company.

### **Additional Committees**

The Board may establish, from time to time, such additional committees as it deems necessary or appropriate and may delegate to those committees such authority permitted by applicable law and the Company's by-laws as the Board deems appropriate.

## **ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

### **Full Access**

The Company shall provide each director with complete and free access to the executive officers and employees of the Company and to the Company's books, records, and facilities, subject to reasonable advance notice to the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and does not inappropriately disclose any confidential or sensitive information in the possession of the director. The Corporate Governance and Nominating Committee may restrict or limit access to particular information to a particular director if that director has a relationship with a competitor, supplier, business partner, or other entity, which relationship makes the unlimited or unrestricted access of that information to that director potentially harmful to the Company. Any such restriction or limit on access to information to a particular director shall be reported by the Corporate Governance and Nominating Committee to the full Board.

### **Non-Director Attendance at Board Meetings**

The Board welcomes regular attendance at each Board meeting of the appropriate representatives of management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the Chief Executive Officer desires to have additional

Company personnel attendees at Board meetings on a regular basis, this suggestion should be brought to the Board for consideration.

### **Independent Advisors**

In performing its duties, the Board and each of the Board committees, to the extent set forth in the applicable committee charters, shall have the authority to obtain advice and assistance from and retain, at the Company's expense, independent legal, accounting, and other advisors or resources.

## **ETHICS AND CONFLICTS OF INTEREST**

Directors are expected to act ethically and in a manner that brings credibility to the Company. Each director shall adhere to the Company's Code of Ethics and Business Conduct as in effect from time to time. The Board and the Audit Committee are responsible for overseeing the implementation and effectiveness of the Company's Code of Ethics and Business Conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman of the Board, and if the actual or potential conflict involves the Chairman of the Board, the director shall inform the Chairman of the Corporate Governance and Nominating Committee, or if the Chairman of the Board is also the Chairman of the Corporate Governance and Nominating Committee, the Chairman of the Board shall inform the other members of the Corporate Governance and Nominating Committee. All directors will recuse themselves from any discussion or decision affecting their personal, business, or professional interests in a manner different than the general interests of the Company and its equity owners. The Corporate Governance and Nominating Committee will resolve any questions involving a conflict of interest relating to a director other than a director who is a member of such committee. The Board shall resolve any conflict of interest involving a member of the Corporate Governance and Nominating Committee.

## **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Board or the Company will establish, or identify and provide access to, appropriate orientation programs, sessions, or materials for newly-elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director taking into consideration the prior experience of the newly-elected director as a director of other public companies. Additionally, all newly-elected directors will attend one or more presentations by the Company's executive officers to familiarize such directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and Business Conduct, its principal officers, its internal and independent auditors, and these Corporate Governance Guidelines. These presentations may be made at Board dinners or as a part of a Board meeting. The Board or the Company will encourage, but not require, directors to periodically pursue or obtain appropriate programs, sessions, or materials as to the responsibilities of directors of public companies.

## **MANAGEMENT EVALUATION AND SUCCESSION**

### **Review of the Chief Executive Officer**

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance, as set forth in its charter. The Board will review the Compensation Committee's report regarding such performance in order to confirm that the Chief Executive Officer is providing effective leadership for the Company in the long- and short-term.

## **ANNUAL PERFORMANCE EVALUATION OF THE BOARD**

The Corporate Governance and Nominating Committee shall report annually to the Board on the performance of the Board and each committee of the Board. The full Board will discuss the evaluation report to determine what, if any, action could improve the performance of the Board and Board committees and their contributions to the Company.

## **AMENDMENT, MODIFICATION AND WAIVER**

These Corporate Governance Guidelines may be amended, modified, or waived by the Board and waivers of these guidelines may also be granted by the Corporate Governance and Nominating Committee, as applicable, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, the rules and regulations promulgated thereunder, and the applicable rules of NASDAQ. The Board, with the assistance of the Corporate Governance and Nominating Committee, as appropriate, shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

Revised Effective November 2, 2015