



Corporate Governance and Nominating Committee Charter

Purpose

The Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of RigNet, Inc. (the "**Company**") is appointed by the Board to exercise general oversight with respect to the governance of the Board and assist in shaping the corporate governance of the Company. The Committee shall assist the Board by (i) identifying individuals qualified to become Board members, consistent with the Company's Policy Governing Director Qualifications and Nominations, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of shareholders; (ii) developing and recommending to the Board a set of corporate governance guidelines, codes of conduct, and compliance mechanisms applicable to the Company; (iii) providing oversight of risk performance and exposure company-wide in the company risk categories including operational, technological, compliance, reputational and political (it being understood that the Audit committee will provide ongoing review of financial risk management categories); (iv) providing oversight to ensure the existence and capability of risk management systems and controls including business continuity in all critical business activities and company risk categories.

Committee Membership

The Committee shall consist of no fewer than three members of the Board, each of whom shall meet the independence requirements of the Securities and Exchange Commission and any exchange upon which the Company's securities are listed (subject to allowed phase-in rules) and any additional requirements as the Board may deem appropriate.

The members of the Committee shall be appointed annually and vacancies filled or members removed (with or without cause) by the Board. A Committee member may resign by giving written notice to the Board, and may resign membership on the Committee without resigning from the Board. The Board may designate one or more independent directors of the Company as alternate members of the Committee, who may replace any absent or disqualified Committee member at any meetings.

Committee Structure and Operations

The Committee shall meet in person or telephonically as often as necessary, but at least once a year, to carry out its responsibilities. The Board shall designate one member of the Committee as its Chairperson.

The Chairperson shall call and preside at each meeting of the Committee and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. All meetings of the 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 Committee in the form approved at the immediately following meeting shall be duly filed in the Company records. The 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 Committee at its next regularly scheduled meeting. The Committee shall fix any additional rules or procedure as it deems necessary or advisable consistent with this Charter, the bylaws of the Company, the NASDAQ Rules, and the laws of the State of Delaware.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other terms and conditions of the search firm's retention. In performing its duties, the Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors or resources, and 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 funding for any external advisors retained or resources used by the Committee.

Committee Authority and Responsibilities

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

1. Monitor the size and composition of the Board.
2. Seek, for recommendation to the Board, individuals qualified to become Board members in accordance with the

Company's Policy Governing Director Qualifications and Nominations, and assist management in recruiting such individuals as new Board members.

3. Consider any nominations of director candidates validly made by stockholders of the Company.
4. Monitor compliance with Board and committee membership criteria, and annually review and make recommendations to the Board as to the independence of each director.
5. Generally advise the Board on corporate governance matters.
6. Regularly review issues and developments related to corporate governance and bring to the Board's attention current and emerging corporate governance trends and issues.
7. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
8. Annually review and reassess the adequacy of the corporate governance guidelines and policies of the Company and recommend any proposed changes to the Board for approval.
9. Annually review and assess the adequacy of the Company's certificate of incorporation and bylaws to ensure compliance with corporate governance principles and recommend any proposed changes to the Board for approval.
10. Annually review and reassess the adequacy of this Charter and the Company's Policy Governing Director Qualifications and Nominations and recommend any proposed changes to the Board for approval.
11. Review all stockholder proposals properly submitted to the Company in accordance with the provisions of its bylaws (including any proposal relating to a nomination of a member of the Board) and recommend to the Board appropriate action on each such proposal with input from an independent advisor and/or legal counsel, as appropriate.
12. Annually review its own performance.
13. 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 Committee or the Board deems necessary or appropriate.
14. Monitor management's efforts to identify business activities of the Company which involve material risk to the stakeholders of the Company.
15. Monitor and review management's preparation and implementation of risk controls for the business activities which involve material risk to the stakeholders of the Company.
16. Regularly monitor the progress of the risk controls put into place for the business activities which involve material risk to the stakeholders of the Company.
17. Annually monitor the progress of the Compensation Committee's succession planning for the position of the Chief Executive Officer.
18. Annually review and assess the adequacy of all of the Company's corporate level policies, and recommend any proposed changes to the Board for approval.

As the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, the members of the 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.

October 31, 2013

Revision 2013-2