

**GLOBAL EAGLE ENTERTAINMENT INC.
EQUITY AWARD POLICY**

Effective December 5, 2016

I. INTRODUCTION

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Global Eagle Entertainment Inc. (the “*Company*”) has adopted this Equity Award Policy (this “*Policy*”) to govern the Committee’s grant of equity awards pursuant to the Company’s equity incentive plans in effect from time to time (the “*Plans*”). This Policy applies to all equity awards (other than those to non-employee directors) (“*Awards*”) and only the Board or the Committee may modify or amend this Policy.

II. POLICIES GOVERNING THE GRANT OF EQUITY AWARDS

- A. Awards Subject to Annual Cycles.** Except as provided in Section II.B. below, the Company shall grant Awards in accordance with the terms of the Plans and at regularly scheduled meetings of the Committee.
- B. Delegation to the Company’s Chief Executive Officer (the “*CEO*”).**

The Committee may delegate to the CEO the authority to grant Awards to (a) new hires, (b) employees who have experienced a material change in job responsibilities or (c) employees whom the CEO determines represent a substantial retention risk, subject to compliance with all of the following guidelines:

1. The CEO may exercise such authority only when he or she deems it impracticable, inadvisable or not in the Company’s best interests to delay making the Award until the next regularly scheduled meeting of the Committee;
2. The CEO may not exercise such authority to grant an Award to any of the Company’s Section 16 officers or any employee that reports directly to the CEO;
3. The maximum grant date value of any Award that the CEO may grant to any individual pursuant to such authority is \$300,000;
4. The maximum aggregate grant date value of all Awards that the CEO may grant in any fiscal year pursuant to such authority is \$1,500,000;
5. The grant date value of all option Awards must be calculated in accordance with the Black-Scholes valuation model, using assumptions as management deems appropriate;
6. The grant date value of all other Awards must be calculated based on the closing price of the Company’s common stock on the grant date; and

7. The CEO shall provide the Committee with a report of any Awards granted pursuant to this authority at the next regularly scheduled meeting of the Committee.

The CEO may not delegate any authority granted pursuant to this Section II.B. without prior written approval from the Committee.

- C. Date of Awards.** No Award may have a grant date that precedes the date of the Committee or CEO approval, as applicable.
1. *Annual Long-Term Incentive Awards.* For annual long-term incentive awards, unless the Committee otherwise determines in exceptional circumstances, the grant date used to determine the grant date value of Awards shall be the later of (i) the date that is two full business days after the release of annual earnings and (ii) the date of approval by the Committee at its regularly scheduled Committee meeting in the first quarter of each fiscal year.
 2. *All Other Equity Awards.* For all other equity awards, unless the Committee otherwise determines in exceptional circumstances, the grant date used to determine the grant date value of Awards shall be (i) the date of approval by the Committee or CEO, as applicable, if that approval occurs during an “open-window” trading period, or (ii) if such Committee or CEO approval occurs outside an “open-window” trading period or the Committee or the CEO determines to require the occurrence of a subsequent event (*e.g.*, the hire date of a new employee who is to start work after the approval date or the occurrence of a corporate event), the date that is two full business days after the next release of quarterly earnings.
- D. Award Documentation Compliance.** The General Counsel and head of Human Resources/People (or their respective designees) shall confirm that all Award documentation, including grant date, grant date value, vesting schedule and terms, comply with the terms of the Committee or CEO approval and the applicable Plan. Further, the General Counsel or his or her designee shall confirm that (1) the Award approval has been duly reflected in appropriate minutes or in a written consent of the Committee, and (2) where required, reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, have been filed with respect to the Award.
