

**GLOBAL EAGLE ENTERTAINMENT INC.  
STOCK OWNERSHIP GUIDELINES FOR THE CHIEF EXECUTIVE OFFICER**

**EFFECTIVE APRIL 3, 2017**

- 1. Ownership Guideline:** The Chief Executive Officer of the Company (the “*CEO*”) shall retain Shares (as defined below) equal in value to three (3) times his or her annual base salary (as in effect from time to time). Unless these Guidelines are then satisfied, the CEO shall retain all Shares remaining after payment of the exercise price (if applicable) and taxes owed at exercise of stock options or vesting of restricted stock or restricted stock units.
- 2. Qualifying Shares:** As used herein, the term “*Shares*” shall mean either (a) shares of the Company’s common stock that are owned outright by the CEO (either directly or beneficially, *e.g.*, through a family trust) or (b) vested restricted stock or restricted stock units held by the CEO. Shares shall not include (i) shares held by mutual, hedge or other investment funds in which the CEO is a general partner, limited partner or investor, (ii) unexercised, outstanding stock options (whether or not vested), or (iii) unvested/unearned restricted stock, restricted stock units or performance-based restricted stock units.
- 3. Annual Compliance Review:** The Board’s Corporate Governance and Nominating Committee (the “*Governance Committee*”) will review annually the CEO’s compliance with these Guidelines.
- 4. Waivers and Amendments:** The Governance Committee has the authority to waive and alter the provisions of these guidelines as it deems appropriate.

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