

# GLOBAL EAGLE ENTERTAINMENT INC.

## CORPORATE GOVERNANCE GUIDELINES

EFFECTIVE SEPTEMBER 18, 2017

### INTRODUCTION

The Board of Directors (the “Board”) of Global Eagle Entertainment Inc. (the “Company”) has adopted these Corporate Governance Guidelines, which describe the principles and practices that the Board will follow in carrying out its corporate-governance responsibilities. These Guidelines will be reviewed and administered by the Corporate Governance and Nominating Committee (the “Governance Committee”) from time to time to ensure that they promote the best interests of both the Company and the Company’s stockholders and comply with all applicable laws, regulations and NASDAQ stock-exchange requirements.

### A. ROLE AND RESPONSIBILITY OF THE BOARD

The Board shall direct and oversee the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to, or shared with, the stockholders. The Board selects and oversees the members of senior management and charges them with conducting the business of the Company.

### B. BOARD COMPOSITION, STRUCTURE AND POLICIES

1. **Board Size.** Consistent with the Company’s certificate of incorporation, the Board shall fix the number of directors from time to time pursuant to a resolution adopted by the Board (other than those who may be elected by holders of preferred stock or pursuant to a nomination agreement). The Governance Committee shall consider and make recommendations to the Board concerning the appropriate size and needs of the Board. The Governance Committee shall also consider candidates to fill new positions created by expansion and vacancies that occur by resignation, retirement or for any other reason.
2. **Independence of Directors.** At least two-thirds of the Board shall be comprised of directors meeting the independence requirements of NASDAQ.

The Board shall make an affirmative determination at least annually as to the independence of each director. The Company defines an “independent” director in accordance with Rule 5605 of the NASDAQ Stock Market. The Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director’s business and personal activities as

they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

Additional independence requirements for the Board's Audit Committee and its Compensation Committee apply. No director may serve on the Audit Committee or the Compensation Committee unless such director meets all of the criteria established for service in each such committee by the NASDAQ rules and any other applicable rules or laws.

3. ***Selection of Chairperson of the Board and Chief Executive Officer.*** The Board shall select its chairperson ("Board Chairperson") and the Company's Chief Executive Officer ("CEO") in any way that it considers in the best interests of the Company and its stockholders. It is the policy of the Board that a non-management independent director be the Board Chairperson.
4. ***Director Qualification Standards.*** The Governance Committee is responsible for reviewing the qualifications of potential director candidates and recommending to the Board those candidates to be nominated for election to the Board. The Governance Committee will consider (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board and (b) all other factors it considers appropriate, which may include age, gender, ethnicity, race, culture, education, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. Stockholders may also nominate directors for election at the Company's annual stockholders meeting by following the provisions set forth in the Company's bylaws, and the Governance Committee will consider such nominees.
5. ***Resignation, Retirement or Refusal to Stand for Re-election.*** In the event that a director intends to resign or retire from, or refuse to stand for re-election to, the Board, he or she must tender written notice of such intent directly to the Company's General Counsel. The General Counsel shall then transmit it to the Board. The Board, taking into account any recommendation of the Governance Committee, shall determine the action, if any, to be taken with respect to such notice.
6. ***Change in Present Job Responsibility.*** Directors should offer to resign upon a significant change of the director's principal current employer or principal employment, or other similarly significant change in professional occupation or association. The Board shall determine the action, if any, to be taken with respect

to the offer to resign.

7. ***Director Orientation and Continuing Education.*** Management, working with the Board, shall endeavor to provide an orientation process for new directors and coordinate periodic director continuing education programs. The orientation programs are designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. As appropriate or upon a director's request, management shall prepare additional educational sessions for directors on matters relevant to the Company and its business or service as a public-company director.

### **C. BOARD MEETINGS**

1. ***Frequency of Meetings.*** The Board currently plans to have at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board.
2. ***Selection of Board Agenda Items.*** The CEO, in consultation with the Board Chairperson (as appropriate), shall set the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Agenda items that fall within the scope of responsibilities of a Board committee shall be reviewed with the chairperson of that committee. Any member of the Board may request that an item be included on the Board agenda, and any member of a committee may request that an item be included on that committee's agenda.
3. ***Executive Sessions.*** To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive session at most Board meetings with no members of management present. Independent directors will meet in a private session that excludes management and affiliated directors at least once a year.

### **D. COMMITTEES OF THE BOARD**

The Board shall have at least three committees: the Audit Committee, the Compensation Committee and the Governance Committee. Each committee shall have a written charter and shall report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee.

Each of the Audit Committee, the Compensation Committee and the Governance Committee shall be comprised of no fewer than three members. In addition, each committee member must satisfy the membership requirements set forth in the relevant committee charter. A director may serve on more than one committee.

The Governance Committee shall be responsible for identifying Board members qualified to fill vacancies on any committee and recommending that the Board appoint the identified

member or members to the applicable committee. The Board, taking into account the views of the Board Chairperson and the Governance Committee, shall designate one member of each committee as chairperson of such committee. Committee chairpersons shall be responsible for setting the agendas for their respective committee meetings.

## **E. EXPECTATIONS OF DIRECTORS**

The Board shall manage the business and affairs of the Company in accordance with state and other applicable laws and regulations. The primary responsibility of each director is to exercise his or her business judgment in the best interests of the Company. The Board has developed a number of specific expectations to promote the discharge of this director responsibility and the efficient conduct of the Board's business.

1. ***Commitment and Attendance.*** All directors are expected to make every effort to attend all meetings of the Board, meetings of the committees of which they are members and the annual meeting of stockholders. Directors are encouraged to attend Board meetings and meetings of committees of which they are members in person but may also attend such meetings by telephone or video conference.
2. ***Participation in Meetings.*** Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.
3. ***Loyalty and Ethics.*** In their roles as directors, all directors owe a duty of loyalty to the Company. The Board has adopted a Code of Ethics (the "Code"), and directors are expected to adhere to the Code.
4. ***Other Directorships and Significant Activities.*** Serving on the Board requires significant time and attention. Without prior approval from the Governance Committee, no director may serve on more than five public company boards (with the Company's Board constituting one of the five boards), and no member of the Audit Committee may serve on more than three public company audit committees (with the Company's Audit Committee constituting one of the three audit committees). In addition, directors who also serve as public company executive officers or in equivalent positions generally should not serve on more than two public company boards, with the Company's Board constituting one of the two boards.<sup>1</sup> Directors should advise the Board Chairperson, the chairperson of the

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<sup>1</sup> The Board acknowledges that some of its members serve in nominal board, audit committee or executive-officer capacities at special purpose acquisition companies with no meaningful operations, and the Board does not consider that service to constitute membership on a public company board or audit committee or a public company

Governance Committee, the CEO and the General Counsel before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses, non-profit entities or governmental units.

5. **Contact with Management.** All directors are invited to contact the Board Chairperson and the CEO at any time to discuss any aspect of the Company's business. Board members shall have access to all members of management and employees of the Company. Generally, any meeting or contact that a director wishes to initiate with an employee should be arranged through the CEO or General Counsel. In addition, as necessary and appropriate, the Board may consult with independent legal, financial, accounting and other advisors, at the Company's expense, to assist in their duties to the Company and its stockholders.
6. **Confidentiality.** The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director, even after that director ceases to serve on the Board.

#### **F. MANAGEMENT SUCCESSION PLANNING**

At least annually, the Board shall review a succession plan, developed by management and reviewed by the Governance Committee. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the Board Chairperson and the CEO.

#### **G. EVALUATION OF BOARD PERFORMANCE**

It is expected that the Board will periodically conduct a self-evaluation to determine whether it is functioning effectively and consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively. Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Governance Committee.

#### **H. BOARD COMPENSATION**

The Compensation Committee will review the form and amount of director compensation from time to time and recommend any changes to the Board, as it deems appropriate. Non-employee directors are expected to receive a substantial portion of their annual retainer in the form of equity. Employee directors are not paid additional compensation for their services as directors.

#### **I. COMMUNICATIONS WITH STOCKHOLDERS**

The Board Chairperson and the CEO are responsible for establishing effective

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executive-officer or equivalent position for purposes of these Guidelines until such time as the special purpose acquisition company commences meaningful operations.

communications with all interested parties, including stockholders of the Company. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from meeting with stockholders, but it is suggested that, in most circumstances, any such meetings be held with management present.

#### **J. COMMUNICATIONS WITH DIRECTORS**

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the Board Chairperson or the chairperson of any of the Audit, Governance and Compensation Committees, or to the directors as a group, or to the non-management or independent directors as a group, may do so by (1) addressing such communications or concerns to the General Counsel of the Company, 6100 Center Drive, Suite 1020, Los Angeles, CA, 90045, who will forward such communications to the appropriate party, or (2) sending an e-mail to Stephen Ballas, General Counsel, at [stephen.ballas@globaleagle.com](mailto:stephen.ballas@globaleagle.com). Such communications may be done confidentially or anonymously.

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