

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

Effective October 1, 2018

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 delegate¹ 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 number of shares of the Company’s common stock underlying any Award that the CEO may grant in any fiscal year to any individual pursuant to such authority is 50,000 shares;
4. The maximum aggregate number of shares of the Company’s common stock underlying all Awards that the CEO may grant in any fiscal year pursuant to such authority is 250,000 shares; and

¹ Effective September 19, 2016 until the Committee determines otherwise, the Committee has so delegated to the CEO the authority to grant Awards within the guidelines set forth in this Policy.

5. 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. Grant Date of Awards and Option Exercise Price. No Award may have a grant date that precedes the date of the Committee or CEO approval, as applicable. The exercise price of any option Award shall be the Company's Nasdaq closing price on the grant date (or if the grant date is not a trading day, then the Nasdaq closing price on the next succeeding trading day).
- D. Vesting Commencement Date. Unless otherwise specified by the Committee, the vesting commencement date of all Awards shall be determined as follows: (i) with respect to new hires, based on their employment start date; (ii) with respect to promoted employees, based on the grant date of the Award; and (iii) with respect to employees who receive retention awards, based on the grant date of the Award.
- E. Sizing of Awards. If the Company must for some purpose convert the number of securities underlying an Award into a grant date value or *vice versa*, then the grant date value of the Award will be calculated in accordance with a Black-Scholes valuation model, a "probability distribution function" model or such other model or method as may be determined by the Committee from time to time, using assumptions as management deems appropriate.²
- F. Award Documentation Compliance. The General Counsel and Head of People Services (or their respective designees) shall confirm that all Award documentation, including grant date, number of securities granted (and/or grant date value, if applicable), vesting schedule and other 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 or will be duly reflected in appropriate minutes or in a written consent or approval of the Committee or of the CEO (as applicable), and (2) where required, reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, have been or will be filed with respect to the Award.

² Effective June 25, 2018 until the Committee determines otherwise, the Company shall use a "probability distribution function" model in determining any grant date value of Awards, using the formula and assumptions adopted by the Committee on June 25, 2018.