

**GLOBAL EAGLE ENTERTAINMENT INC.
RELATED PARTY TRANSACTIONS POLICY**

EFFECTIVE JUNE 12, 2017

A. INTRODUCTION

This Related Party Transactions Policy (this “**Policy**”) sets forth the policies and procedures of Global Eagle Entertainment Inc. (the “**Company**”) for reviewing and approving or ratifying Related Party Transactions (as defined below), and has been adopted in furtherance of Item 404 of Regulation S-K (“**Item 404**”) promulgated under the Securities Exchange Act of 1934, as amended.

This Policy supersedes the Company’s prior Policies and Procedures Regarding Related Person Transactions.

B. DEFINITIONS

“**Immediate Family Member**” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a director, director nominee, executive officer or Significant Stockholder (as defined herein) of the Company and any person (other than a tenant or employee) sharing the household of such director, director nominee, executive officer or Significant Stockholder of the Company.

“**Related Party**” means (a) any person serving as a director, director nominee or executive officer of the Company or any person who has served in any of such roles since the beginning of the most recent fiscal year for which the Company has filed a Form 10-K, even if he or she does not currently serve in that role, (b) a Significant Stockholder of the Company, (c) any Immediate Family Member of any of the foregoing persons if the foregoing person is a natural person or (d) any other person who may be a “related person” pursuant to Item 404.

“**Related Party Transaction**” means a consummated or proposed transaction (including, but not limited to, a financial transaction, arrangement or relationship, and including any indebtedness or guarantee of indebtedness) or series of similar transactions in which all of the following statements are true: (a) the Company was or is to be a participant; (b) the amount of which exceeds (or is reasonably expected to exceed) \$120,000 in the aggregate over the duration of the transaction (without regard to profit or loss); *and* (c) the Related Party had, has or will have a direct or indirect material interest. A Related Party Transaction also includes any material amendment or modification to an existing Related Party Transaction regardless of whether such transaction has previously been approved in accordance with this Policy.

Notwithstanding the foregoing, a Related Party Transaction does not include:

- the payment of compensation by the Company to an executive officer or director of the Company which was approved by the Compensation Committee of the Company’s Board of Directors (the “**Board**”) or by a group of independent Board members performing a similar function;

- when calculating the amount of indebtedness, amounts due from a Related Party for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business;
- a transaction where the rates or charges involved are determined by competitive bids, or a transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
- a transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or
- a transaction in which the interest of the Related Party arises solely from ownership of a class of equity securities of the Company where all holders of that class of equity securities receive the same benefit on a pro rata basis.

A Related Party is not deemed to have an indirect material interest in a transaction if the Related Party's interest arises only from:

- (i) the Related Party's position as a director of another party to the transaction;
- (ii) the direct or indirect ownership by such Related Party and all other Related Parties, in the aggregate, of less than a 10% equity interest in another person or entity (other than a partnership) that is a party to the transaction;
- (iii) both (i) and (ii) above; or
- (iv) the Related Party's position as a limited partner in a partnership in which the Related Party and all other Related Parties have an interest of less than 10%, where the Related Party is not a general partner of, and does not hold another position in, the partnership.

“Significant Stockholder” means any beneficial owner of more than 5% of any class of the Company's voting securities.

C. IDENTIFICATION OF RELATED PARTIES

On an annual basis, each director and executive officer (in each case, who has served in such role at any time since the beginning of the most recent fiscal year for which the Company has filed a Form 10-K, even if he or she does not currently serve in that role) shall submit to the Company a completed Director & Officer Questionnaire that includes responsive information sufficient for the Company to identify any Related Parties and Related Party Transactions. Directors and executive officers shall have an ongoing obligation to notify the Company of any updates to such annual submission. The Corporate Legal Department shall also endeavor to collect a Significant Stockholder Questionnaire containing similar information from all Significant Stockholders.

Any person proposed to be nominated to stand for election as a director shall submit such information no later than the date of his or her nomination or such earlier date as the Company may determine. Any person appointed as a director or an executive officer shall submit such information prior to such person's appointment as a director or executive officer.

D. DISSEMINATION OF RELATED PARTY LIST

On at least a semi-annual basis, the Corporate Legal Department shall compile the information collected pursuant to the procedures described in Section C above and create a master list of Related Parties (the "***Related Party List***"). Using the Company's relevant records, the Chief Financial Officer or his or her designee shall utilize the information contained in the Related Party List to effectuate this Policy and certify the results to the Legal Department (on at least a semi-annual basis).

E. APPROVAL PROCEDURES

a. Required Information

No Related Party Transaction shall be consummated unless the Audit Committee of the Board (the "***Audit Committee***") has approved or ratified it in accordance with the guidelines set forth herein. Each director, director nominee and executive officer of the Company shall disclose to the Audit Committee for its review and approval or ratification the following information relating to any Related Party Transaction to which he or she or any of his or her Immediate Family Members is or may be a party:

- the name of the Related Party and, if he or she is an Immediate Family Member, the nature of such Immediate Family Member's relationship with the director, director nominee, executive officer or Significant Stockholder of the Company;
- the Related Party's interest in the transaction, including the Related Party's position(s) or relationship(s) with, or ownership of, a firm, corporation, or other person or entity that is a party to, or has an interest in, the transaction;
- the material facts and terms of the proposed transaction, including the approximate dollar value of the amount involved; and
- in the case of indebtedness, the largest total amount of principal outstanding since the beginning of the Company's last completed fiscal year, the amount of principal outstanding as of the last practicable date, the amount of principal paid since the beginning of the Company last completed fiscal year and the rate or amount of interest payable on the indebtedness.

b. Submission to the Audit Committee

The General Counsel or the Chief Financial Officer shall submit each Related Party Transaction to the Audit Committee for consideration at the Audit Committee's next meeting or, in an instance in which the General Counsel determines that it is not practicable or desirable for the Company to wait until the next Audit Committee meeting, to the Chair of the Audit Committee for approval between Audit Committee meetings. The Audit Committee Chair shall possess delegated authority to act between Audit Committee meetings in these instances. The Audit Committee Chair shall report to the Audit Committee at its next meeting any approval under this Policy pursuant to delegated authority.

Disclosure to the Audit Committee (or Chair thereof) should occur before (if possible), but in the exceptional circumstance when such prior disclosure is not possible, as soon as practicable after, the Related Party Transaction is effected.

In determining whether or not to approve or ratify a Related Party Transaction, the Audit Committee (or the Audit Committee Chair in the circumstances described above) shall consider (a) the relevant facts and circumstances of the transaction, including if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third-party, (b) the extent of the Related Party's interest in the transaction, (c) whether the transaction contravenes the Company's Code of Ethics, its Conflicts of Interest Policy or other policies, (d) whether the relationship underlying the transaction is believed to be in the best interests of the Company and its stockholders and (e) if such Related Party is a director or is an Immediate Family Member of a director, the effect that the transaction may have on the director's status as an independent member of the Board (if applicable) and eligibility to serve on committees of the Board pursuant to SEC rules and applicable stock-exchange listing standards. The Audit Committee (or Chair thereof) shall approve or disapprove of the Related Party Transaction in its or his or her sole discretion.

If the Related Party Transaction is not approved, the director or executive officer must forgo any participation in the transaction. If a Related Party Transaction is already completed and the Audit Committee determines not to ratify it, then the Audit Committee shall determine if rescission of the transaction and/or any disciplinary action is appropriate.

No director or executive officer shall participate in any discussion of, or decision concerning, a potential Related Party Transaction as to which he or she is considered the Related Party. If more than one member of the Audit Committee is interested such that the Audit Committee fails to achieve a quorum, the Audit Committee shall refer the transaction to a disinterested quorum of the Board.

F. REVIEW, ACKNOWLEDGEMENT AND INTERPRETATION

The Audit Committee shall periodically review and assess the adequacy of this Policy and adopt any changes as it deems appropriate. Each executive officer and director of the Company shall annually acknowledge his or her familiarity and compliance with this Policy.

The General Counsel will be responsible for providing all interpretation and guidance regarding this Policy.
