

GLOBAL EAGLE ENTERTAINMENT INC.

**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER**

Effective April 3, 2017

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Global Eagle Entertainment Inc. (the “*Company*”) is to identify and to recommend to the Board individuals qualified to serve as directors of the Company, advise the Board with respect to Board composition, procedures and committees, assist the Board in developing and ensuring compliance with the Company’s corporate governance policies, and exercise oversight over the Board and over the Company’s senior executives.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NASDAQ Stock Market (“*NASDAQ*”) and any additional requirements that the Board deems appropriate. Each member shall be “independent” in accordance with the NASDAQ Rules, as amended from time to time.

The Board shall designate a Chair of the Committee. If the Board determines not to designate a Committee Chair, the members of the Committee, by a majority vote, may designate a Committee Chair. The Committee Chair shall determine the agenda, the frequency and the length of meetings and shall have reasonable access to Company management and information for the purposes of fulfilling the Committee’s obligations under this Charter. The Committee Chair shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

The Board shall fill any vacancy on the Committee. Members of the Committee may resign upon written notice to the Board and no member of the Committee shall be removed except by majority vote of the Board.

III. COMMITTEE MEETINGS

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of Company, management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee may meet privately in separate executive sessions to discuss any matter that the Committee believes should be discussed privately.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority in the

Committee's sole discretion; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, listing standard, or Board policy to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken by written consent, to be valid, shall be signed by all members of the Committee.

The Committee shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES

A. Board Candidates and Nominees

With respect to Board candidates and nominees, the Committee shall:

(i) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill director positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.

(ii) Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes: experience, skills, expertise, diversity, personal and professional reputation, business judgment, time availability in light of other commitments, dedication, conflicts of interest, the extent to which such person would fill a present need on the Board, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board. When evaluating the qualifications of potential nominees to the Board, the Committee shall not distinguish among nominees recommended by stockholders and other persons.

(iii) Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be.

(iv) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

B. Board and Committee Composition and Procedures

With respect to the composition and procedures of the Board and its committees, the Committee shall:

(i) Review annually and from time-to-time as necessary with the Board the composition of the Board as a whole and to recommend to the Board, if necessary, measures to be taken so that the Board and its committees reflect the appropriate balance of knowledge, experience, skills, expertise and diversity and contain at least the minimum number of independent directors required by NASDAQ Rules.

(ii) Review periodically the size and procedures of the Board and the frequency of Board meetings and recommend to the Board any appropriate changes or the filling of any vacancies.

(iii) Review periodically the functioning, size and composition of standing committees of the Board (including the Committee) and make recommendations for any changes or the filling of any vacancies, including the identification of qualified individuals to serve as members of a committee, the creation and elimination of committees and the establishment of special committees to address matters that may arise.

(iv) Consider periodically matters relating to the retirement of members of the Board, including term limits or age limits.

C. Corporate Governance

With respect to corporate governance, the Committee shall:

(i) Review and make recommendations to the Board regarding proposed changes to the Company's charter and bylaws.

(ii) In consultation with the Board Chair and the General Counsel, periodically review, revise, supplement, interpret and confirm compliance with the Corporation's corporate governance policies.

(iii) Recommend to the Board ways to enhance services to and improve communications and relations with the Company's stockholders.

(iv) Conduct, in consultation with the Board Chair and the General Counsel, an annual review of the Company's Code of Ethics.

(v) Assist the Board in managing the Company's overall enterprise risk by periodically assessing and responding as appropriate to risks that may arise in connection with the Company's governance structures and processes, including, among other things, periodically assessing the Company's governance structures and processes and receiving reports from the General Counsel or other persons concerning governance developments and trends.

D. Board Oversight

With respect to oversight of the Board, the Committee shall:

(i) Evaluate, in consultation with the Board Chair, the size, needs and

effectiveness of the Board.

(ii) Recommend to the Board improvements to the corporate governance of the Company, including consideration of any specific standards for the overall structure and composition of the Board.

(iii) Evaluate any request for a waiver of the application of the Company's Code of Ethics, and report its findings and recommendations to the full Board.

(iv) Monitor the functions of the various committees of the Board and conduct periodic reviews of their contributions to the Company.

(v) Consider questions of possible conflicts of interest of members of the Board and of the Company's senior executives and independence of members of the Board or director nominees or candidates, and make recommendations to the Board with respect to such matters.

(vi) Establish criteria for and oversee an annual performance evaluation of the Board and its committees.

(vii) Oversee the development and maintenance of director orientation and continuing education programs.

V. EVALUATION OF THE COMMITTEE

The Committee shall periodically evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend to the Board such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which the Committee discussed such information and recommendations, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee may, in its sole discretion, retain or terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms, with such fees to be borne by the Company.
