

GLOBAL EAGLE ENTERTAINMENT INC.
STOCK OWNERSHIP GUIDELINES FOR OUTSIDE DIRECTORS

EFFECTIVE MARCH 18, 2019

- 1. Ownership Guideline:** Each director of the Company who is not an employee of the Company (an “Outside Director”) shall retain Shares (as defined below) equal in value to three (3) times the Outside Director’s annual cash retainer (as in effect from time to time) for director service. Unless these Guidelines are then satisfied, the Outside Director 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. If the required ownership level has been satisfied on a prior determination date, a decrease in the Company’s stock price without a sale of Shares will not be considered to result in non-compliance on a subsequent determination date.
- 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 Outside Director (either directly or beneficially, *e.g.*, through a family trust), (b) vested restricted stock or restricted stock units held by the Outside Director or (c) one-half (1/2) of each share of the Company’s common stock that is subject to outstanding vested but unexercised stock options (other than phantom or cash-settled stock options) for which the fair market value of the underlying shares exceeds the applicable exercise price. Shares shall not include (i) shares held by mutual, hedge or other investment funds in which the Outside Director is a general partner, limited partner or investor, (ii) except as provided in the preceding sentence, outstanding but unexercised stock options, (iii) unvested/unearned restricted stock or restricted stock units or (iv) shares transferred to an Outside Director’s employer pursuant to such employer’s policies.
- 3. Annual Compliance Review:** The Board’s Nominating and Corporate Governance Committee (the “Governance Committee”) will review annually each Outside Director’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.
