

GLOBAL EAGLE ENTERTAINMENT INC.

COMPENSATION COMMITTEE CHARTER

Effective December 6, 2016

A. PURPOSE AND SCOPE

The purpose of the Compensation Committee (the “*Committee*”) of Global Eagle Entertainment Inc. (the “*Company*”) is to oversee matters relating to compensation of the Company’s Chief Executive Officer and other executive officers and employees, including the administration of incentive-based and equity-based compensation plans. The Committee has overall responsibility for approving, administering and evaluating the equity-based and executive compensation plans, policies, programs and arrangements of the Company.

B. COMPOSITION

The Committee shall consist of at least three (3) members. Members of the Committee shall be appointed by the Board of Directors of the Company (the “*Board*”) and may be replaced by the Board. Each Committee member shall be determined by the Board to be an “independent director,” as that term is defined under the applicable rules of the Nasdaq Stock Market and any other applicable law or standards adopted by the Board, and must not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (i) fees received as a member of the Committee, the Board or any other Board committee, or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). Additionally, at least two members of the Committee shall each be (1) a “non-employee director” as that term is defined for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and (2) an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”). In determining whether a director is eligible to serve on the Committee, the Board must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

The Committee may form subcommittees composed of two or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee may delegate to one or more Company officers the authority to make grants under the Company’s equity-based compensation plans so long as the grantee thereof is not an officer of the Company pursuant to Section 16 of the Exchange Act; provided that such delegation is in compliance with such plans and Delaware law. In the event of such delegation, at each meeting of the Committee, the delegated officer(s) shall report to the Committee the awards made since the prior Committee meeting. In the event the Committee has directors who are not outside directors and/or non-employee directors, the members of the Committee who are outside directors and non-employees directors shall constitute a

subcommittee with authority to act on behalf of the Committee with respect to matters falling within the ambit of Section 162(m) of the Code and/or Rule 16b-3 under the Exchange Act.

Unless the Board elects a Chairperson of the Committee (the “*Chairperson*”), the Committee may designate its Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible to set the agendas for Committee meetings. In the absence of a Chairperson at any meeting, the Committee may select another member to preside.

The members of the Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

C. RESPONSIBILITIES AND DUTIES

The following responsibilities and duties are set forth as a guide for fulfilling the Committee’s purpose, with the understanding that the Committee’s activities may diverge as appropriate given the circumstances. The Committee is specifically authorized to carry out the activities set forth below and other actions reasonably related to its purposes or assigned to it by the Board from time to time. To fulfill its responsibilities and duties, the Committee shall:

1. Compensation Philosophy and Policies. Determine and review, on an annual basis, the Company’s compensation philosophy and policies. Such policies shall be designed to (i) maximize stockholder value, (ii) enhance the Company’s profitability, (iii) integrate compensation with the Company’s annual and long-term performance goals, (iv) reward corporate performance, (v) recognize individual initiative, achievement and hard work, and/or (vi) assist the Company in attracting and retaining qualified executive officers and employees.
2. Compensation of the Company’s Chief Executive Officer and Other Executive Officers.
 - (i) Determine the compensation (including annual salary, bonus, equity-based incentive and other compensation and benefits, direct and indirect) of the Company’s Chief Executive Officer. This determination shall include reviewing and approving any corporate goals or objectives relevant to such compensation and evaluating the performance of the Chief Executive Officer in light of such goals and objectives. The Chief Executive Officer may not be present during the Committee’s voting or deliberations with respect to determination of his or her compensation.
 - (ii) Determine the compensation (including annual salary, bonus, equity-based incentive and other compensation and benefits, direct and indirect) of the Company’s other executive officers. This determination shall include reviewing and approving any corporate goals or objectives relevant to such compensation and evaluating the performance of such

other executive officers in light of such goals and objectives. The Committee may invite the Chief Executive Officer to be present during the Committee's voting or deliberations on such other executive officers.

- (iii) Discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the Company's named executive officers.
3. Compensation of Members of the Board and its Committees. Determine, or recommend to the Board for determination, the compensation of members of the Board and other committees thereof.
4. Compensation Discussion and Analysis. To review and discuss the "Compensation Discussion and Analysis" disclosure with management, recommend to the Board its inclusion in the Company's annual proxy statement and prepare a report for inclusion in such proxy statement that certifies that the Committee has discharged this duty.
5. Administration of Certain Compensation and Benefit Plans. Review and approve, or recommend to the Board, the Company's incentive-compensation plans (for executive officers) and any of its equity-based plans, and administer the severance and incentive-based plans for executive officers and any equity-based plans established or maintained by the Company from time to time.
6. Compensation and Risk. Review and discuss with management, on at least an annual basis, the Company's compensation practices and the relationship among risk, risk management and compensation in light of the Company's objectives, including its safety and soundness and the avoidance of practices that would encourage excessive risk.
7. Regulatory Compliance. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility and, as and when required, approving performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.
8. Assistance From the Company and Third Parties. Have the assistance of the Company's human resources, in-house legal and accounting staff and, to the extent it deems necessary or appropriate and in its sole discretion, engage and terminate compensation consultants, independent legal counsel or other advisors, with respect to the evaluation of Chief Executive Officer or other executive officer compensation, or other matters as the Committee deems advisable, to carry out its responsibilities, including the sole authority to approve fees and other retention terms. In selecting a compensation consultant, independent legal counsel or other adviser that will provide advice to the Committee, the Committee shall, on at least an annual basis, conduct an independence assessment

of the compensation consultant, independent legal counsel or other adviser by considering the factors set forth in Rule 10C-1(b)(4) under the Exchange Act and determine whether any work provided by the Committee's compensation consultant raised any conflicts of interest. The Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

9. Funding. Have appropriate funding, as determined by the Committee, for payment of (i) compensation to any independent compensation consultants, independent legal counsel or other advisers engaged by the Committee, and (ii) ordinary administration expenses of the Committee that are necessary or appropriate in carrying out its responsibilities and duties.
10. Additional Responsibilities and Duties. Have such other additional responsibilities and duties as may be delegated to the Committee from time to time by the Board.

D. COMMITTEE OPERATIONS AND PROCEDURES

The Committee shall meet at least two times each year, with additional meetings as appropriate. The Chairperson will establish the agenda, with input from management, other directors on the Committee, and the Board, as appropriate. The Committee shall maintain written minutes of the formal actions at its meetings. The Committee will summarize its examinations and recommendations to the Board as may be appropriate.

A majority of the Committee shall constitute a quorum for the transaction of business by the Committee and the act of a majority of those present and entitled to vote at any meeting at which there is a quorum shall be the act of the Committee. For the purposes of any subcommittees formed by the Committee, a majority of the subcommittee members shall constitute a quorum for the transaction of business by such subcommittee and the act of a majority of those subcommittee members present at any meeting at which there is a quorum shall be the act of such subcommittee. The Committee or any such subcommittee shall have the authority to act by unanimous written consent without a meeting as it deems appropriate.

E. PERFORMANCE AND CHARTER REVIEW

The Committee, or a designee acting on its behalf, shall conduct an annual performance evaluation of itself. The Committee shall review and assess the adequacy of this Charter on an annual basis, and recommend to the Board revisions to this Charter if and when appropriate.
