

GLOBAL EAGLE ENTERTAINMENT INC.
STOCK OWNERSHIP GUIDELINES FOR THE EXECUTIVE CHAIRMAN
AND CHIEF EXECUTIVE OFFICER

EFFECTIVE MARCH 18, 2019

- 1. Ownership Guideline:** The Executive Chairman and Chief Executive Officer of the Company (the “*CEO*”) shall each retain Shares (as defined below) equal in value to three (3) times his or her annual base salary (as in effect from time to time). Unless these Guidelines are then satisfied, the Executive Chairman or CEO (as applicable) 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 Executive Chairman or CEO (either directly or beneficially, *e.g.*, through a family trust), (b) vested restricted stock or restricted stock units held by the Executive Chairman or CEO 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 Executive Chairman or CEO is a general partner, limited partner or investor, (ii) except as provided in the preceding sentence, outstanding but unexercised stock options, or (iii) unvested/unearned restricted stock, restricted stock units or performance-based restricted stock units.
- 3. Annual Compliance Review:** The Board’s Corporate Governance and Nominating Committee (the “*Governance Committee*”) will review annually the Executive Chairman’s and the CEO’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.
