



GLOBAL EAGLE ENTERTAINMENT INC. THIRD-PARTY CODE OF CONDUCT

ADOPTED OCTOBER 10, 2018

Introduction

Global Eagle Entertainment Inc. and its subsidiaries (collectively, “Global Eagle”) are committed to conducting their business in accordance with the highest ethical standards and in full compliance with all applicable laws and regulations in the United States and in other jurisdictions in which Global Eagle operates. As part of that commitment, Global Eagle expects all companies and individuals with whom it does business to do the same. Global Eagle relies on its Third Parties (as defined below) to adhere to the same core values and principles as Global Eagle. This Third-Party Code of Conduct summarizes Global Eagle’s expectations for all Third Parties engaged by Global Eagle.

Scope

This Third-Party Code of Conduct applies to all Third Parties engaged by Global Eagle anywhere in the world and wherever those Third Parties may be domiciled or operating.

The Third-Party Code of Conduct applies to suppliers, vendors, distributors, re-sellers, subcontractors, agents, consultants and other third parties engaged by Global Eagle to act on its behalf (collectively, “Third Parties”). Global Eagle in turn expects its Third Parties to impose similar requirements and obligations as outlined in this Third-Party Code of Conduct on their suppliers, vendors, distributors, re-sellers, subcontractors, agents, consultants and other third parties whom they engage to assist them in providing services or products to Global Eagle.

A copy of this Third-Party Code of Conduct shall be provided or made available to all Third Parties engaged by Global Eagle at the time of engagement or within a reasonable time thereafter, and is available at Global Eagle’s [Corporate Governance webpage](#).

Standards and Expectations

Legal and Regulatory Compliance

Global Eagle expects its Third Parties to conduct business in full compliance with all applicable laws and regulations. In addition to the obligations that Global Eagle’s Third Parties assume in contractual agreements with Global Eagle, Global Eagle expects its Third Parties to meet the obligations described below. To the extent more specific terms and conditions are contained in a contractual agreement, the more specific terms and conditions govern and supplement (but do not supersede) those herein. Global Eagle reserves the right to seek information and documentation from its Third Parties to assess compliance with this Third-Party Code of Conduct.

Global Eagle's Third Parties should:

Economic Sanctions, Anti-Boycott, Export Controls

- Comply with all applicable U.S. and international economic sanction laws and regulations.
- Never conduct business on Global Eagle's behalf with individuals, entities, organizations or countries that are the targets of U.S. economic sanctions laws and regulations or other applicable economic sanctions laws and regulations.
- Never participate in any boycott or restrictive trade practice, unless sanctioned by the U.S. Government.
- Comply with all applicable U.S. and international export control, re-export and import restrictions.

Antitrust and Competition Law

- Comply with all applicable U.S. and international antitrust and competition laws and regulations.
- Complete lawfully in all markets in which the Third Party operates.
- Obtain information about Global Eagle competitors only from lawful and appropriate sources.
- Never discuss with any competitor prices, bids, customer sales, bid rigging, market allocation, or other competitively sensitive information.

Anti-Money Laundering

- Comply with all applicable U.S. and international laws and regulations pertaining to the detection, prevention, and reporting of potential money laundering and terrorist financing activities.

Anti-Corruption

- Comply with all applicable U.S. and international anti-corruption laws, including the United States Foreign Corrupt Practices Act and all other applicable laws that prohibit corruption, extortion, kickbacks, or bribery, and including the U.K. Bribery Act 2010.
- Never pay bribes or provide other improper benefits to any person (whether or not a government official) to obtain and retain business or secure a business advantage.
- Never promise, offer, or authorize payment of money or anything else of value to a government official, including employees of government-owned or government-controlled entities (including non-governmental agencies and officials, such as a United Nations agency) in order to obtain or retain business, or induce the government official to do or not do something in violation of the official's lawful duties, or secure a business advantage.
- Maintain books and records that accurately reflect the true nature of transactions.

Data Privacy and Security

- Comply with all U.S. and international privacy and data protection laws and regulations, including laws and regulations regarding the cross-border transfer of personal information.
- Maintain appropriate procedures, safeguards and controls to secure and protect the confidentiality and integrity of all personal information received from, or processed on behalf of, Global Eagle.

Insider Trading

- Never transact in Global Eagle securities or another company's securities (including companies unaffiliated with Global Eagle) while in possession of material, non-public information relating to Global Eagle or such other company where that information was obtained in the course of performing services to Global Eagle.
- Never pass on ("tip") confidential or material non-public information to others or recommend to anyone the purchase or sale of the relevant securities if you are in receipt of material non-public information where that information was obtained in the course of performing services to Global Eagle.

Confidential Information

Global Eagle expects its Third Parties to keep confidential all proprietary and sensitive information received by it from Global Eagle, or disclosed to it by Global Eagle, and to take precautions to safeguard such information that are at least as stringent as those that it uses to protect its own information of a similar nature. No disclosure of such Confidential Information is permitted except as required by law or with the express written consent of Global Eagle, or in accordance with written agreements between the Third Party and Global Eagle. Where more specific confidentiality terms are included in a Third Party agreement, the terms of the agreement supplement (and do not supersede) this Third-Party Code of Conduct.

Conflicts of Interest

Global Eagle expects its Third Parties to avoid actual or potential conflicts between their personal interests (and those of their employees) and the interests of Global Eagle. Global Eagle's Third Parties shall not knowingly deal directly with a Global Eagle employee whose family member or relative, including spouse or domestic partner, has a financial interest in the Third Party.

Intellectual Property

Global Eagle expects its Third Parties to protect the intellectual property (IP) of Global Eagle and its business partners and suppliers (including the other Third Parties), and to consult with Global Eagle or the applicable IP owner in advance of using or disclosing Global Eagle's or



another party's intellectual property to other third parties without the express written consent of Global Eagle or the applicable owner. Global Eagle or the applicable owner shall remain the owner of such intellectual property and no rights or interests are transferred to Third Parties.

Records Retention and Management

Global Eagle expects its Third Parties that create records that contain information relating to Global Eagle operations and administration and/or are subject to legal and regulatory record retention requirements (“Global Eagle Records”) to retain such Global Eagle Records in accordance with all applicable legal and regulatory record retention requirements. When more specific records retention and management provisions are included in a Third Party agreement, the terms of that agreement supplement (and do not supersede) this Third-Party Code of Conduct.

Failure to Comply

Global Eagle will only do business with Third Parties that comply with all applicable U.S. and international laws. Global Eagle may endeavor to terminate, at any time and without any liability to Global Eagle, any pending purchase order or contract with any Third Party that does not comply with the standards set forth in this Third-Party Code of Conduct. This right to terminate is in addition to (and does not supersede) any such rights in favor of Global Eagle in the purchase order or contract.

Reporting Violations

Global Eagle expects its Third Parties to report any violations of this Third-Party Code of Conduct to Global Eagle's Compliance Department at compliance@globaleagle.com or via Global Eagle's EthicsPoint Hotline at 1-866-422-3580 or via www.globaleagle.ethicspoint.com. Third Parties can also report anonymously, if permitted by local law, through the EthicsPoint Hotline.

Inquiries and Updates

All inquiries and questions in relation to this Third-Party Code of Conduct or its applicability to particular persons or situations should be addressed to Global Eagle's Head of Compliance at compliance@globaleagle.com.

Global Eagle's Legal & Compliance Department may update this Third-Party Code of Conduct from time to time.
