



Gogo Completes \$925 Million of Senior Secured Notes Offerings

May 7, 2019

CHICAGO, May 7, 2019 /PRNewswire/ -- Gogo (NASDAQ: GOGO), the leading global provider of broadband connectivity products and services for aviation, today announced the completion of its previously announced private offerings of \$925 million aggregate principal amount of 9.875% senior secured notes due 2024 (the "Notes") by its direct wholly owned subsidiary, Gogo Intermediate Holdings LLC, and its indirect wholly owned subsidiary, Gogo Finance Co. Inc.

"The enthusiastic response to our offerings allowed us to extend maturities and lower the interest rate on our senior secured debt¹, without any dilution to shareholders, and we were able to upsize the transaction from \$905 million to \$925 million based on strong demand," said Oakleigh Thorne, President and CEO of Gogo. "It also highlights Gogo's position as the in-flight internet leader with significant runway as we serve attractive, underpenetrated markets with industry-leading technology."

As a result of the transactions:

- We have received funds sufficient to repay the remaining \$162 million of convertible notes due March 2020 in connection with our previously announced tender offer;
- We have reduced the interest rate on our senior secured debt from 12.5% to 9.875% while extending the maturity by two years to 2024;
- We have greater financing certainty and flexibility, with the option to redeem up to \$150 million of the Notes within the first year at 103% of par (plus accrued and unpaid interest) with the proceeds from certain strategic investments;
- We have the flexibility to enter into a \$30 million revolving line of credit with an additional \$30 million available based on future performance and leverage covenants; and
- We do not anticipate requiring additional capital based on our current plans and projected cash flow trajectory, except as needed to refinance our debt obligations maturing in 2022 and 2024.

As previously announced, the Notes and the related guarantees were offered in a private offering exempt from the registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act"). The Notes and the guarantees were offered only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act.

The Notes and the guarantees have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

About Gogo

Gogo is the Inflight Internet Company. We are the leading global provider of broadband connectivity products and services for aviation. We design and source innovative network solutions that connect aircraft to the Internet and develop software and platforms that enable customizable solutions for and by our aviation partners. Once connected, we provide industry leading reliability around the world. Our mission is to help aviation go farther by making planes fly smarter, so our aviation partners perform better and their passengers travel happier.

You can find Gogo's products and services on thousands of aircraft operated by the leading global commercial airlines and thousands of private aircraft, including those of the largest fractional ownership operators. Gogo is headquartered in Chicago, IL with additional facilities in Broomfield, CO and locations across the globe. Connect with us at gogair.com.

Cautionary Note Regarding Forward-Looking Statements

Certain disclosures in this press release, including the "results of the transaction" described above, include "forward-looking statements that are based on management's beliefs and assumptions and on information currently available to management. Most forward-looking statements contain words that identify them as forward-looking, such as "anticipates," "believes," "continues," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms that relate to future events. Forward-looking statements involve known and unknown risks, trends and uncertainties, many of which may be beyond our control, that may cause Gogo's actual results, performance, achievements or future liquidity to be materially different from any projected results, performance, achievements or future liquidity expressed or implied by the forward-looking statements. Such risks, trends and uncertainties include those described under the heading "Risk Factors" in the Company's Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on February 21, 2019. Forward-looking statements represent the beliefs and assumptions of Gogo only as of the date of this press release and Gogo undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events or otherwise.

Any one of these factors or a combination of these factors could materially affect Gogo's financial condition or future results of operations and could influence whether any forward-looking statements contained in this press release ultimately prove to be accurate. Gogo's forward-looking statements are not guarantees of future performance, and you should not place undue reliance on them. All forward-looking statements speak only as of the date made and Gogo undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Relations Contact:

William Davis
+1 312-517-5725
ir@gogoair.com

Media Relations Contact:

Meredith Payette
+1 312-517-6216
pr@gogoair.com

¹ NTD: Changes made to reflect that interest expense is only lower if it is assumed that the 2020 convertible notes are not outstanding.

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