

## GOGO INC.

### CHARTER OF THE COMPENSATION COMMITTEE

Adopted by the Board of Directors June 5, 2013

Amended February 12, 2015

Amended June 16, 2016

#### Purposes

The Board of Directors (the “**Board**”) of Gogo Inc. (the “**Company**”), pursuant to the Company’s bylaws (the “**Bylaws**”), as the same may be amended from time to time, has determined that the Compensation Committee (the “**Committee**”) of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this Compensation Committee Charter (this “**Charter**”), to become effective upon the effective date of the Company’s initial public offering of common stock, to establish the governing principles of the Compensation Committee. The Committee shall (i) review the Company’s compensation practices and policies, including all equity incentive and employee benefit plans and programs, (ii) annually determine the compensation for the Chief Executive Officer (the “**CEO**”), (iii) annually review and approve the compensation for other “executive officers” (other than the CEO) within the meaning of Rule 3b-7 issued by the SEC and “officers” within the meaning of Rule 16a-1(f) issued by the SEC (together, “**Officers**”), of the Company, (iv) evaluate the performance of the CEO and other Officers and make recommendations to the Board as appropriate, and (v) periodically establish and review succession plans for the CEO and such other Officers as the Committee may identify

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in the section of this Charter entitled “Responsibilities and Duties.”

#### Composition

The Committee shall be composed of two or more members of the Board, each of whom will be an “independent director” as required by the rules of The NASDAQ Stock Market (“**Nasdaq**”), and at least two of whom shall be a “non-employee director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“**Rule 16b-3**”), as in effect from time to time, and an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**Code**”), as in effect from time to time, and the regulations promulgated thereunder (together, the “**Section 162(m) Rules**”), in each case subject to any applicable transition rules. The members of the Committee shall be appointed by the Board, subject to annual reconfirmation, and 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. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate. If any member of the Committee shall not satisfy the requirements of a “Non-employee Director” for purposes of Rule 16b-3, the Committee shall delegate to the Board or to a subcommittee of the Committee consisting of at least two members,

each of whom satisfies the requirements of a “Non-employee Director” for purposes of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters. At any time after a Company compensation plan is subject to Section 162(m) of the Code, if any member of the Committee shall not satisfy the requirements of an “outside director” for purposes of the Section 162(m) Rules, the Committee shall delegate to a subcommittee of the Committee consisting of at least two members, each of whom satisfies the requirements of an “outside director” for purposes of the Section 162(m) Rules, all approvals, certifications and administrative and other determinations with respect to compensation intended to satisfy the requirements for the “qualified performance-based compensation” exception under the Section 162(m) Rules, and such subcommittee shall have the full authority of the Committee with respect to such matters.

Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and will, with input from other members of the Committee, and where appropriate, management, set the agenda for the Committee meetings.

### **Meetings and Operations**

The Committee shall meet as circumstances dictate. Meetings of the Committee shall be at such times and places as determined by the Committee Chairperson and may be held in person, telephonically or by written consent. A majority of the members present shall constitute a quorum and a majority of the members present shall decide any matter brought before the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee will meet separately on at least an annual basis with the CEO and any other corporate officers as it deems appropriate. The Committee will meet regularly without such officers present, and in all cases such officers shall not be present at such portions of meetings at which their performance and compensation are being discussed.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. When deemed desirable by the Committee, the Committee shall meet in executive session outside the presence of any non-Committee members.

Except as expressly provided in this Charter, the Company’s Bylaws or as required by law or regulation the Committee shall set its own rules of procedure. Minutes shall be kept of each meeting of the Committee.

## Responsibilities and Duties

In fulfilling its responsibilities and duties, the Committee may, as it deems appropriate in its sole discretion, select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants and advisors to provide independent advice to the Committee. In such event, the Committee shall have the sole authority to approve such parties' fees and other retention terms and the Company shall provide appropriate funding and other resources for such advisors. The Committee shall assess the independence of any consultants or other outside advisors who provide advice to the Committee.

To fulfill its responsibilities and duties, the Committee shall:

### Compensation Practices and Policies

(i) Review and approve compensation practices and policies of the Company to ensure they provide appropriate motivation for corporate performance and increased value of the Company;

(ii) Oversee the Aircell Holdings Inc. Stock Option Plan, 2013 Omnibus Equity Incentive Plan, 2016 Omnibus Equity Incentive Plan (together with the 2013 Omnibus Equity Incentive Plan, the "**Equity Plans**") and Annual Incentive Plan, including the review and grant of awards to eligible employees, and oversee the activities of the individuals responsible for administering this plan (the Committee may from time to time delegate to the CEO of the Company the authority to approve the granting of awards to non-Officers not in excess of amounts specified and within other parameters established by the Committee, and the CEO shall report to the Committee on a quarterly basis as to all such grants approved during the prior quarter);

(iii) Review and make recommendations to the Board with respect to the Company's other employee benefit plans;

(iv) Review and recommend to the Board compensation for non-employee members of the Board, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, equity or stock compensation, deferred compensation, benefits and perquisites;

(v) Ensure that incentive compensation plans are administered in a manner consistent with the Company's compensation strategy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, actual awards paid to Officers (as defined below) and qualification to the extent required by Section 162(m); and

(vi) Assess the results of the Company's most recent advisory vote on executive compensation and review and make recommendations with respect to stockholder proposals and stockholder engagement related to compensation matters.

## Executive Compensation Matters

(vii) Periodically survey the executive compensation practices of comparable companies;

(viii) Approve for the CEO and other Officers employment agreements, consulting agreements, severance or retirement arrangements, change-in-control arrangements and any special or supplemental benefits;

(ix) Review and approve annual corporate goals and objectives for the CEO;

(x) Evaluate the performance of the CEO in light of these goals and objectives, taking into consideration feedback from the annual review of the Company and the CEO, and communicate the Committee's evaluation to the CEO;

(xi) Review the performance evaluations of Officers other than the CEO on an annual basis, it being recognized that subject to oversight by the Board and the Committee, the CEO has primary responsibility for evaluating the performance of other Officers (other than the Chief Accounting Officer (if different than the CFO) with respect to which the CFO has such primary responsibility);

(xii) Annually determine (based on this evaluation) for the CEO and in consultation with the CEO approve for other Officers, (1) annual base salaries, (2) the annual target bonus and bonus awards and (3) compensation under the Equity Plans. In determining the long-term incentive component of compensation to be paid to the CEO and other Officers, the Committee will consider all factors it deems relevant, including, but not limited to, the Company's performance and shareholder return and the awards given to the CEO and other Officers in prior years. Neither the CEO nor any other Officer shall be present during voting or deliberations on such individual's compensation.

## Regulatory Matters

(xiii) In consultation with Company management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility; and

(xiv) Review and discuss the "Compensation Discussion and Analysis" disclosure prepared pursuant to the requirements of Item 402(b) of Regulation S-K (or any successor disclosure item), and based on such review and discussion recommend to the Board whether such "Compensation Discussion and Analysis" disclosure should be included in the Company's annual report on Form 10-K, proxy statement, information statement or similar document.

## Reports

(xv) Report regularly to the Board following meetings of the Committee and periodically with respect to such other matters as are relevant to the Committee's discharge of its responsibilities;

(xvi) Communicate in the annual Board Compensation Committee Report to shareholders the disclosures required by Item 407(e)(5) of Regulation S-K (or any successor disclosure item); and

(xvii) Maintain minutes or other records of meetings and activities of the Committee.

## Succession Planning

(xviii) Develop and periodically review and revise as appropriate, a succession plan for the CEO (including without limitation a plan for emergency situations) and such other Officers as the Committee may from time to time determine.

## **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.