

GOGO INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted by the Board of Directors
June 7, 2013

Revised April 21, 2015, October 22, 2015, June 16, 2016 and April 27, 2017

The Board of Directors (the “**Board**”) of Gogo Inc. (the “**Company**”) has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. The Board and the Nominating and Corporate Governance Committee will review and amend these guidelines as they deem necessary and appropriate.

I. The Board of Directors

Board and Director Responsibilities

The Board will supervise the management of the business and affairs of the Company and will work with management to determine the Company’s mission and long-term strategy. Each director will act in what he or she reasonably believes to be in the best interests of the Company and its stockholders and exercise his or her business judgment on matters that come before the Board.

Each director will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Company.

Director Qualification Standards

It is the policy of the Company that the Board will have a majority of “independent” directors that satisfy the independence requirements of the NASDAQ

Stock Market (“**NASDAQ**”) relating to directors. No director will be deemed independent unless the Board has made an affirmative determination that such director is independent in accordance with the definition of independence set forth in the NASDAQ listing standards, as well as other relevant factors.

Size and Classification of the Board

The Board will consist of ten directors, which number may be modified by resolution adopted from time to time by the Board. The Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements or reducing its size if the Board determines that a smaller Board would be more appropriate. The Nominating and Corporate Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board.

The Board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the Company’s Third Amended and Restated Certificate of Incorporation (the “**Charter**”) and Amended and Restated Bylaws (the “**Bylaws**”).

Office of Chairman

A Chairman of the Board (the “**Chairman**”) will be elected by the Board from among its members to preside at all meetings of the Board. The Board has no policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and Chief Executive Officer in any way that is in the best interests of the Company at a given point in time.

Board Membership Criteria

The Nominating and Corporate Governance Committee will recommend to the Board appropriate criteria for the selection of new directors based on the strategic needs of the Company and the Board, and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Individuals will be considered for nomination to the Board based on their business and professional experience, judgment, diversity, skills and background. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best achieve the success of the Company’s business and represent stockholder interests through the exercise of sound judgment. In determining whether to

recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at Board meetings and participation in and contributions to the activities of the Board.

Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will identify, including through the use of search firms or consultants when the Committee believes it is helpful, and recommend to the Board candidates the Committee believes are qualified to become members of the Board consistent with criteria for selection of new directors adopted from time to time, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders. The Board nominates director candidates for election by the stockholders and fills any Board vacancies that occur between stockholder elections pursuant to the Bylaws.

Term Limits

There are no established term limits for service on the Board. Directors who have served on the Board for an extended period of time are able to provide value based on their experience with and understanding of the Company. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to adopt new viewpoints through the evaluation and nomination process described in these guidelines.

Limitation on Number of Boards a Director May Serve

On an annual basis, each director will provide to the Chairman of the Board and the Chairman of the Nominating Committee a list of all other boards and committees thereof on which he or she serves (whether public, private, for-profit or not-for-profit), and directors will notify the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another board or committee thereof. The Board will annually, and upon receiving any such notice, determine whether such simultaneous service impairs the director's ability to serve effectively on the Board. Service on boards and committees of other organizations shall be consistent with the conflict of interest policy set forth in the Company's Code of Business Conduct and Ethics.

Director Orientation and Continuing Education

All new directors will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial

condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

The Board will request that management make presentations from time to time as necessary to ensure that the Board is aware of important business, legal and other developments affecting the company.

In addition, directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties. With the consent of the Chairman of the Board, the Company will reimburse directors for expenses incurred in attending such programs.

Ethics and Conflicts of Interest

The Company expects all directors, officers and employees to act ethically and adhere to the Company's Code of Business Conduct and Ethics and, if applicable, the Company's Code of Financial Ethics. Copies of the codes will be made available on the Company's website. In addition to complying with the Code of Business Conduct and Ethics and all other applicable company policies, including the Related Person Transaction Policy, directors shall promptly inform the Chairman of the Board or, if the Chairman of the Board is unavailable, the Company's General Counsel, if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the director is affiliated or other matters with respect to which the director has a personal conflict. The Company shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer.

Board Access to Management and Employees

Directors will have access to management and employees of the Company. Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

Board Access to Independent Advisors

To assist directors in the discharge of their responsibilities, directors will have access to the Company's outside advisors and the Board or a Committee thereof may retain independent legal, financial or other advisors.

Director Compensation

All directors of the Company who are not simultaneously employed as officers by the Company will be compensated for their services as a director in accordance with the Company's Board-approved director compensation policy. Any employee of the Company who is elected a director of the Company will not receive any compensation or participation in director benefit programs for his or her services as a director of the Company.

The Compensation Committee will be responsible for setting the form and amount of director compensation and will periodically review the compensation of the Company's directors, committee chairpersons, and committee members, and make recommendations to the Board with respect thereto. When recommending to the Board levels of compensation for non-employee directors, the Compensation Committee shall consider the compensation levels at companies that serve as the Company's benchmarks for executive compensation and shall engage independent compensation consultants, as appropriate.

The compensation program shall be consistent with any applicable requirements of the listing standards for independent directors. Independent directors may not receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Company.

Circumstances in which Directors are Required to Tender Resignations

If: (A) a director (i) ceases to be employed by his or her principal employer; (ii) commences employment with a new employer; or (iii) while remaining employed by the same employer, undergoes a significant change in his or her position or employment responsibilities; or (B) an independent director ceases to qualify as such; or (C) a nominee for director, in an uncontested election of directors, receives a greater number of votes "withheld" from his or her election than votes "for" his or her election, the affected director will in each such circumstance be required to promptly tender to the Board his or her resignation as director. The Nominating and Corporate Governance Committee will consider the tendered resignation and recommend to the Board whether to accept or reject the resignation, and the Board will make such determination, based on a review of whether the individual continues to satisfy the Board's membership criteria and any other matters that the Board may consider relevant to its determination.

II. Board Meetings

Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year. Directors are expected regularly to attend meetings of the Board and the committees of which they are members, and to spend the time and effort needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company.

Place of Board Meetings

The Board shall hold at least one half of all its regulatory scheduled meetings at the Company's corporate headquarters.

Selection of Agenda Items for Board Meeting

The Chairman of the Board, in consultation with the Chief Executive Officer, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review at reasonable intervals the Company's long-term strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Company is facing or will face in the future.

Board Materials Distributed in Advance

The Company will distribute appropriate written information and background materials pertaining to Board and Committee meetings in advance of those meetings. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends.

Executive Sessions

The Chairman of the Board and the full board separately have authority to require the Board to meet in executive sessions outside the presence of management. The independent directors will meet at regularly scheduled executive sessions without management not less frequently than once per quarter and will meet in executive session with the Company's General Counsel and head of Internal Audit at reasonable intervals.

III. Board Committees

Committees of the Board

There are currently three Board Committees: Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Bylaws and Delaware General Corporation Law. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Bylaws, applicable law and NASDAQ requirements.

Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. Committee assignments and designation of committee chairpersons will endeavor to match the director's skills and expertise with the committee's function and needs. The Board believes experience and continuity are more important than rotation.

Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which shall be consistent with the provisions of the Delaware General Corporation Law, the Bylaws, any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters.

Committee Agenda

The chairperson of each committee, in consultation with the other committee members, will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

Audit Committee

The Audit Committee shall be comprised solely of directors satisfying the independence and other requirements of NASDAQ and the Securities and Exchange Commission ("SEC") relating to directors and audit committee members. The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under NASDAQ and Securities and Exchange Commission (the "SEC") rules and such other matters as may from time to time be delegated to the Audit Committee by the Board.

Compensation Committee

The Compensation Committee shall be comprised solely of independent directors as defined in the applicable NASDAQ rules. The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under NASDAQ rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee shall be comprised solely of independent directors as defined in the applicable NASDAQ rules. The Nominating and Corporate Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under NASDAQ rules and such other matters as may from time to time be delegated to the Nominating and Corporate Governance Committee by the Board.

IV. Leadership Planning and Evaluation and Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the principles and process for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish procedures to oversee the Board's annual self-evaluation. The assessment will focus on the Board's contributions to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its committees could improve. This process will also include annual self-assessments by the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, relying on a review process similar to that used by the Board, with performance criteria for each such committee established on the basis of its charter.

Board Interaction with Interested Parties, the Press, Clients, Etc.

The Chief Executive Officer and, as appropriate, designated members of senior management and certain other personnel speak for the Company. From time to time,

individual directors may, as contemplated by the committee charters or as directed by the Chairman of the Board, meet or otherwise communicate with interested parties.

All interested parties, including but not limited to stockholders, who wish to contact the Company's directors may send written correspondence, in care of the Secretary. Communications may be addressed to an individual director, to the nonmanagement directors as a group, or to the Board as a whole, confidentially or otherwise. Communications not submitted confidentially which are addressed to directors that discuss business or other matters relevant to the activities of the Board will be preliminarily reviewed by the General Counsel or her staff and then distributed either in summary form or by delivering a copy of the communication. Confidential communications marked as confidential will be distributed, without review by General Counsel or her staff, to the director, or group of directors, to whom they are addressed. With respect to other correspondence received by the Company that is addressed to one or more directors, the Board has requested that the following items not be distributed to directors, because they generally fall into the purview of management, rather than the Board: junk mail and mass mailings, product and services inquiries, resumes and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations and advertisements and product and services complaints. A summary of product and services complaints should be brought to the attention of the Board unless management reasonably believes that the complaint would not be of importance to the Board's oversight responsibilities.