GOGO INC.

CHARTER OF THE COMPENSATION COMMITTEE

Amended October 9, 2026

Purposes

The Board of Directors (the "**Board**") of Gogo Inc. (the "**Company**"), pursuant to the Company's amended and restated 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 has adopted this Compensation Committee Charter (this "**Charter**") 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) oversee human capital management, (iii) annually determine the compensation for the Chief Executive Officer (the "**CEO**"), (iv) annually review and approve the compensation of other "executive officers" within the meaning of Rule 3b-7 issued by the Securities and Exchange Commission (the "**SEC**") and "officers" within the meaning of Rule 16a-1(f) issued by the SEC (together with the CEO, "**Officers**"), of the Company and (v) evaluate the performance of the Officers and make recommendations to the Board as appropriate.

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in the section of this Charter entitled "Responsibilities and Duties." The amended Charter as in effect immediately prior to June 8, 2020 will govern the Committee's responsibilities with respect to awards that may qualify for exception from the deduction limitations under Section 162(m) of the Internal Revenue Code for qualified performance based compensation.

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. 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.

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 virtually or a hybrid thereof, or by written consent. Briefing materials will be provided to the Committee as far in advance of meetings as is practicable. 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. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board, subject to applicable law and rules of the SEC and Nasdaq.

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 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 determined.

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, and the Committee shall be given full access to the Company's management, personnel and independent auditors as necessary to carry out its responsibilities. When deemed desirable by the Committee, the Committee shall meet in executive session outside the presence of any non-Committee members (other than its counsel and/or its compensation adviser if the Committee so elects), and on occasion may also meet in executive session with certain other non-Committee members.

Except as expressly provided in this Charter, the 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, after taking into consideration factors relevant to such consultants' or other outside adviser's independence, including the factors prescribed by Nasdaq rules. 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, as determined by the Committee. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest.

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 Company's equity plans (collectively, the "**Equity Plans**") including the review and grant of awards to eligible employees, and oversee the activities of the individuals responsible for administering such plans (the Committee may from time to time delegate to the CEO 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 (the Committee may from time to time delegate to the Officers the authority to administer such plans, and the Officers shall report periodically to the Committee with regard to the administration of such 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 and actual awards paid to Officers;

(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; and

(vii) Review and recommend to the Board such clawback and forfeiture policies, and amendments to the same, as the Committee may deem appropriate or as required by applicable law or regulation, and ensure that the Company's clawback and forfeiture policies are administered in a manner consistent with the terms of such policies, including by making such determinations as are required of the Committee thereunder.

Executive Compensation Matters

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

(ix) Approve the CEO's and other Officers' employment agreements, consulting agreements, severance or retirement arrangements, change-in-control arrangements, and any special or supplemental benefits, including any perquisites;

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

(xi) 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;

(xii) 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);

(xiii) 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, as well as any payouts, and (3) compensation under the Equity Plans, as well as any payouts. 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 stockholder return and the awards given to the CEO and other Officers in prior years. During voting or deliberations on the individual compensation of an Officer (including the CEO), such Officer may not be present.

Regulatory Matters

(xiv) 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;

(xv) As applicable, monitor compliance by executives with the rules and guidelines of the Company's Equity Plans;

(xvi) Review, together with management, the Company's compensation arrangements to determine whether they encourage excessive risk-taking, evaluate policies and practices that could mitigate such risk, and discuss, at least annually, the relationship between risk management policies and practices and compensation; and

(xvii) 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.

Human Capital Management

(xviii) Oversee, and receive reports from management as appropriate on, the Company's strategies, initiatives, and programs regarding human capital management issues (including talent recruitment, training and development, retention, employee engagement, workforce sentiment, and inclusion and belonging as it applies to employees throughout the Company) and, to the extent disclosure related to human capital management is required or deemed appropriate by the Committee, oversee the preparation of such disclosure under Item 101 of Regulation S-K or other related disclosure for inclusion in the Company's proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC;

Reports

(xix) 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;

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

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

Annual Performance Evaluation

The Committee shall perform a review and evaluation, periodically, 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.