



# CODE OF BUSINESS CONDUCT AND ETHICS

Revised: August, 2025

## CEO Message

As we continue to drive innovation and lead the way in inflight connectivity for business and military aviation, I want to take a moment to express my gratitude for the exceptional work you do every day. It is your dedication, innovation, and teamwork, which form the backbone of Gogo's success.

As we grow and evolve, maintaining a strong, unified culture is more important than ever. Our culture isn't just about what we do—it's about how we do it. It's about ensuring that every action we take aligns with our core values of unity, collaboration, excellence, and innovation. This is why our Code of Conduct plays such a vital role.

The Code of Conduct is a shared commitment to upholding the principles that make Gogo a great place to work and a trusted partner to our customers and stakeholders. It serves as a guide for how we conduct ourselves, treat one another, and make decisions—ensuring we operate with the highest standards of professionalism and ethics.

I encourage you to review the Code of Conduct carefully. If you ever have questions or encounter challenges, remember that our leadership team, human resources, and ethics resources are here to support you.

Together, we have an extraordinary opportunity to shape the future of inflight connectivity and deliver on the promises we make to each other and our

customers. Let's continue to lead with integrity, innovate with purpose, and foster a culture that makes us proud to be part of Gogo.

Thank you for your hard work and dedication.



A handwritten signature in black ink that reads "Chris Moore". The signature is written in a cursive, flowing style.

**CHRIS MOORE**  
CEO, Gogo



# 1

## INTRODUCTION

This is the Code of Business Conduct and Ethics (“Code”) of Gogo Inc. and its affiliates and subsidiaries (“Gogo” or “Company”). It applies to all employees, executive officers, and directors (for ease of use, we will refer to employees, executive officers, and directors as “employees” below).

Third parties representing or acting on behalf of Gogo with respect to their conduct on behalf of Gogo should refer to Gogo’s Third Party Code of Conduct, as well as its Supplier Quality Requirements and Conflict Minerals Position Statement.

A business enterprise is usually thought of in economic terms, but it is also an institution of people. As such, a business has ethical as well as economic responsibilities. It must understand and conform to law, custom (if within the law), and human values. There is no

conflict between attention to profits and attention to ethics. The Company will prosper most in an environment that is ethically sound.

This Code sets out certain policies that Gogo’s employees are expected to follow with respect to their conduct as its representatives and ambassadors. Employees have an individual responsibility to read and familiarize themselves with this Code and any other documents referred to within it so that they may understand Gogo and its culture and act in accordance with it. Any employee who does not demonstrate good ambassadorship or who violates these policies is subject to disciplinary

action up to and including termination of employment. In addition, violating laws applicable to Gogo’s business could subject Gogo and the employees involved to criminal proceedings, regulatory actions, and private lawsuits.

Operating globally means that at times, local laws and customs could conflict with this Code. Where this happens, guidance can be sought from the Legal Department or a Human Resources representative, as applicable, and concerns may be reported through appropriate channels.

The foundation of this Code consists of the following important standards of business and personal conduct.





# 2

## AVOID CONFLICTS OF INTEREST

General - No employee of Gogo should have any business, financial, civic, or professional interests outside of Gogo that in any way conflict with, or even appear to conflict with, the employee's ability to perform his or her duties at the Company with undivided loyalty and to make objective decisions on Gogo's behalf.

It is impossible to describe in this Code every situation that may give rise to a conflict of interest, and what is set forth below are only some of the situations that may pose conflicts of interest. If you are unsure whether a proposed transaction or relationship should be reported or discussed internally, Gogo expects you to report anything of concern promptly to the Legal Department or a Human Resources representative, as applicable.

### **Board Membership or Employment by Outside Companies**

An employee may not serve as a board member of, or be employed (as an employee, consultant, or otherwise) by, a competitor or a current or prospective customer, supplier, distributor, or other business partner of Gogo without the express consent of the General Counsel. A conflict may also arise when a member of an employee's family is a board member of or is employed by a competitor or a current or prospective customer, supplier, distributor, or other person that has or may have business dealings with Gogo. (For purposes of this policy, a "family member" includes any child, grandchild, parent, grandparent, spouse, or sibling, including any step or adoptive relationships, and any person sharing an employee's household.)

### **Financial Interests in Outside Companies**

An employee may not allow his or her personal financial interests to influence, or appear to influence, his or her independent judgment on behalf of Gogo. This could happen in many ways, but it is most likely to occur if an employee has a personal financial interest in a company that is a competitor or a current or prospective customer, supplier, or distributor or otherwise does business with Gogo, and his or her decisions as an employee of Gogo may have a business impact on this outside company.

A personal financial interest includes a personal investment held in an employee's name individually or through a broker, or held through ownership by family members, in their names individually, or through a broker. A personal financial interest does not include an investment held through a mutual fund or investment fund, where the employee has no ability to influence investment decisions of the mutual fund or investment fund. The foundation of this Code consists of the following important standards of business and personal conduct.



Employees and their family members must not have personal financial interests in companies that are competitors or current or prospective customers, suppliers, distributors, or other business partners of Gogo if such interests are material to the employee and the interest would influence, or appear to influence, his or her independent judgment on behalf of Gogo. Generally, an investment in an outside company will be deemed “material” if the combined value of the stock or rights to acquire stock owned by an employee and his or her family members is more than five percent (5%) of the capital stock entitled to vote in the election of directors of such outside company.



Employees may not accept opportunities to participate in financial transactions involving the stock or other securities of companies that are current or prospective customers, suppliers, distributors, or other business partners of Gogo, such as participating in “friends and family” deals or initial public offerings, if knowledge of such opportunities is gained through employment with Gogo.

### **Seeking Business with Outside Companies**

Employees may not use personal influence to get Gogo to do business with a company in which the employee or his or her family members have a personal or other financial interest. Employees and their family members may not act as an independent supplier of goods or services to Gogo without the approval of the General Counsel. Any such transactions, if approved, must be conducted at “arm’s length.”

### **Civic, Charitable, and Professional Activities**

Employees are encouraged to participate in civic, charitable, and professional activities but should be mindful of potential conflicts of interest between

Gogo’s interests and the interests of the particular civic, charitable, or professional organization. If in doubt, consult with the Legal Department or a Human Resources representative, as applicable, to determine whether such a conflict of interest exists.

### **Gifts and of Expenses**

Except as permitted below, employees must not accept money, gifts, favors, loans, discounts, hospitality, accommodation, entertainment, financial benefits, non-monetary items, intangible benefits, anything of value, or gratuitous services, including without limitation, payment of travel, entertainment, industry conference fees or expenses, continuing education, or other expenses with a value greater than \$100, even if such expenses are business-related and would be payable by Gogo under its travel and expense policy, from competitors or current or prospective customers, suppliers, distributors, or other business partners of Gogo. Under no circumstances may an employee accept cash or cash equivalents (e.g., gift cards, vouchers, cash equivalents, etc.) of any amount from any person that has or may have business dealings with Gogo.

The preceding sentences are not intended to apply to individuals who have business dealings with Gogo solely by virtue of using Gogo services as a passenger on an aircraft. Employees may receive common business courtesies such as (1) articles of nominal value ordinarily used for sales promotion or which could not be considered material enough to be a business inducement (\$100 is a useful benchmark in this regard), (2) occasional business meals, (3) other reasonable entertainment consistent with local social and business custom where approved by the General Counsel, and (4) payment of registration fees for industry conferences and continuing education consistent with local business custom where approved by the General Counsel. Employees should not accept any other gift or favor without the approval of the General Counsel.

Without the approval of the General Counsel, employees must not accept fees for speaking or serving as a faculty member at an industry conference or similar event, if the employee's participation relates to his or her employment by Gogo or knowledge gained or developed through such employment.



Employees in a subordinate/supervisory relationship must not exchange favors or gifts, other than holiday gifts with a value of less than \$100, that could, or could appear to, give rise to an obligation between or among the employees.

More detailed rules surrounding giving gifts are covered in the Anti-Corruption Policy found [here](#).

### **Corporate Opportunities**

Except as may otherwise be permitted by the Company in accordance with applicable law, executive officers, employees, and directors may not use for personal gain, or for the benefit of anyone or any entity outside of Gogo,

knowledge of business opportunities or ventures if such knowledge is gained or developed through employment with or service to Gogo. An example would be the acquisition of an interest in technology, products, or intellectual property that is either sought by or would be of potential interest to Gogo. Such opportunities and benefits belong first to Gogo and not to any employee. Officers and directors have an additional responsibility and must not take any business opportunity for themselves that Gogo may have an interest in pursuing even if their knowledge of the opportunity was obtained independent of their relationship with Gogo.



# 3

## MAINTAIN THE INTEGRITY OF THE COMPANY'S BOOKS AND RECORDS

Gogo requires that all transactions be properly recorded in accordance with its accounting policies and that the Company's financial statements, and the books and records on which they are based, comply with all legal and accounting requirements.

Honest, transparent, complete, and accurate recording and reporting of information is critical to Gogo's ability to make responsible business decisions.

All employees, and in particular the chief financial officer, controller, or principal accounting officer, and chief executive officer, have a responsibility to ensure that the Company's accounting records do not contain any false or intentionally misleading entries. Employees must never enter information in Gogo's books or records that intentionally misleads, misrepresents, misinforms, omits, or disguises the true nature of any transaction or result.

Management maintains a system of internal accounting controls reasonably designed to ensure the maintenance of fair and accurate books and records and accounts, meant to preserve integrity and objectivity, and augmented by a program of written policies and procedures,

management reviews, and training of qualified personnel.

Gogo's internal control procedures for initiating and recording transactions are a strict guideline and are to be strictly observed. Employees must abide by all of Gogo's relevant cyber security policies to ensure the confidentiality and integrity of the information they encounter.

Gogo complies with the tax laws issued by U.S. federal and state governments as well as any applicable foreign taxing authorities. Gogo takes a "zero tolerance" approach to the facilitation of tax evasion under the law of any country, and works to implement and enforce effective systems to counter tax evasion facilitation.





# 4

## MAINTAIN A RESPECTFUL AND SAFE WORKPLACE

Gogo's employees are required to create and maintain a working environment that complies with laws and reflects the Company's core values.

Gogo's customers, shareholders, business partners, the general public, and other stakeholders observe how Gogo employees conduct themselves in work-related settings, including while on business trips, at business meetings, and events.

During these times, Gogo employees should conduct themselves in a cooperative, collaborative, responsible, respectful, and honest manner when interacting with others, including Gogo's other employees, customers, competitors, and members of the public. Employees' off-duty conduct that hinders work performance, puts the safety of others at risk, or causes a negative impact on Gogo's reputation or business, may result in disciplinary action.



### **Discrimination and Harassment**

Gogo forbids discrimination or harassment in our work environment or as part of any employment-related decisions, including on the basis of race, color, age, gender, sexual orientation, religion, disability, national origin, genetic information, veteran status, marital or parental status (including any stage of pregnancy), or any status protected by applicable law. Everyone has a responsibility to ensure that such behavior is not tolerated. Some areas to be aware of in this regard include recruiting, training, hiring, disciplining, compensation, and promotion.

### **Workplace Safety**

Gogo is also committed to providing a safe, clean environment in compliance with all workplace safety laws so that employees can conduct business in a safe, efficient, and productive manner. Employee safety is a top priority, and the Company works diligently to ensure that effective training and protective measures are in place.

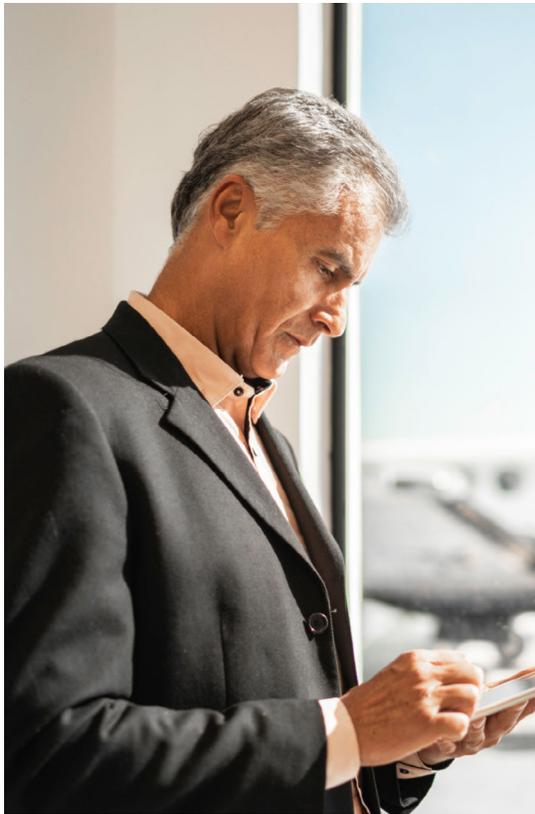


# 5

## NEVER BRIBE OR MAKE ILLEGAL PAYMENTS

Gogo competes for business based on the quality of its products, services, and people. Gogo values its reputation for transparent and ethical business practices, and the Company has zero tolerance for bribery and corruption.

For this reason, Gogo has adopted an Anti-Corruption Policy. The following is a brief summary of the Anti-Corruption Policy. Please read the Anti-Corruption Policy in its entirety.



The Anti-Corruption Policy prohibits direct and indirect bribery of Public Officials and commercial bribery (bribery of private individuals). Employees should never offer, promise, give, provide, request, receive, or authorize the giving of money, products, services, or anything of value to any person, either directly or indirectly through a third party, in order to obtain or retain business, secure an improper advantage, or improperly influence the acts or decisions of Public Officials or others, or for personal gain.

The Anti-Corruption Policy applies to all Gogo-sponsored gifts, meals, entertainment, travel, accommodations, sponsorships, charitable contributions, political donations, and other expenditures and payments (direct or indirect) to or for a government entity, Public Official, political party, candidate, or other current or prospective business partner. In many cases, these expenses are subject to limits imposed by the Anti-Corruption Policy and must be pre-approved in writing by the General Counsel. All such expenditures and payments must be appropriately documented by the employee providing or making such expenditures or payments

so that they can be recorded accurately in the Company's books and records.

The Anti-Corruption Policy also applies to certain third parties, including those that represent Gogo or act on its behalf. The Anti-Corruption Policy imposes additional requirements in certain circumstances, such as conducting diligence prior to hiring a third party, requiring a written agreement with approved contractual provisions, monitoring, and approval requirements. Employees responsible for working with regulators (including aviation and telecommunications regulators as well as tax and custom officials) and dealers and customers outside of the United States must be especially careful with any expenditures or payment made for the benefit of these regulators, employees of non- U.S. customers and dealers or consultants to or agents for such customers and dealers. Any third party hired to assist Gogo in its dealings with regulators and foreign customers and dealers must be monitored closely for compliance with the Anti-Corruption Policy and is required to go through a due diligence process coordinated by the General Counsel.



# 6

## COMPETE HONESTLY AND FAIRLY

Gogo has achieved its position as a market leader by excelling and outperforming the competition, honestly and fairly.

We seek competitive advantages through superior performance, not from illegal or unethical business practices.

Employees should always deal fairly with Gogo's current and prospective customers, suppliers, and distributors, and its competitors and employees.

Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, falsification, misrepresentation of material facts, or any other practice involving unfair dealing.

Antitrust laws exist to preserve a competitive economy in which free enterprise can flourish. These laws prohibit agreements – both explicit and implicit – among competitors on such

matters as prices and the terms on which (or the refusal) to deal with suppliers or customers. Employees must avoid agreements, understandings, or plans with competitors that limit or restrict competition, including conduct that amounts to price fixing, bid-rigging, tying or bundling, predatory pricing, and allocation of markets.

Employees in breach of this section of the policy could find themselves liable to criminal prosecution, and Gogo could be liable to significant fines and face reputational impacts. Further guidance may be sought from the General Counsel.





# 7

## PROTECT AND PROPERLY USE COMPANY PROPERTY AND ASSETS

Employees must protect property of the Company, such as inventory, supplies, and equipment, and comply with internal controls to safeguard Gogo assets against damage or loss from unauthorized use or disposition.

Employee inventions, concepts, improvements, designs, or ideas conceived during the course of employment with Gogo, whether patentable or not, are the property of Gogo to the maximum extent provided by law.

This obligation to protect Company property extends to the Company's products and intellectual property rights, including trademarks, trade secrets, and patents, as well as business, legal, and marketing plans, financial information, manufacturing ideas, employee information, and other proprietary information. Employees must abide by all of Gogo's relevant cyber security policies to ensure the confidentiality and integrity of the information they encounter.

Gogo property should be used only for Gogo's business purposes. Company property should be cared for and used responsibly, and it should be protected from misuse, improper disclosure, theft,

and destruction. Taking or using Company property of any value for personal purposes without permission from the Company is stealing. However, using Company property such as telephones and computers for incidental personal activities is permitted.

Employees should not use Gogo property and resources for illegal purposes, to demean the Company's products and services or any employee of the Company, for personal gain including non-Gogo commercial activity, for the unauthorized distribution of proprietary information, or to threaten or harass others or otherwise violate any Company policies or governmental laws, rules, or regulations.





# 8

## PROTECT CONFIDENTIAL INFORMATION

Employees are expected to protect confidential or proprietary information about Gogo.

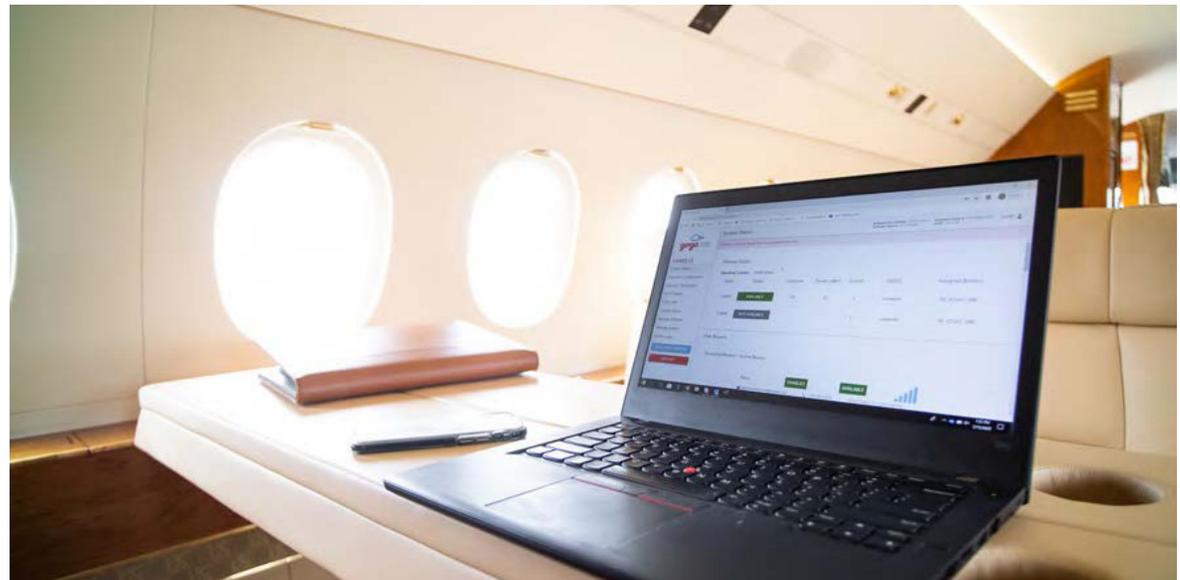
Employees are expected to protect confidential or proprietary information about Gogo, to use this information only for Gogo's business purposes, and to limit dissemination of such information (both inside and outside the Company) to those who have a need to know the information for business purposes, except when authorized by the Company or when disclosure is legally mandated.

Prior to making any legally mandated disclosure, the General Counsel shall approve such disclosure. Employees must ensure that there is a nondisclosure agreement in place before sharing confidential or proprietary information with any third party.

Employees must also protect confidential or proprietary information relating to third persons that they receive in the course of performing their responsibilities for Gogo. Employees must never try to improperly acquire the confidential information of others or use confidential information of others that was improperly acquired. For

example, employees should not accept or use any confidential information which they know or have reason to know was offered or provided in violation of a duty to protect the confidentiality of such information.

Confidential or proprietary information includes all non-public information relating to Gogo or a third party. Examples include material non-public information relating to operating results, strategic plans, inventions, and information relating to employees and customers, as well as third-party trade secrets and other intellectual property.





# 9

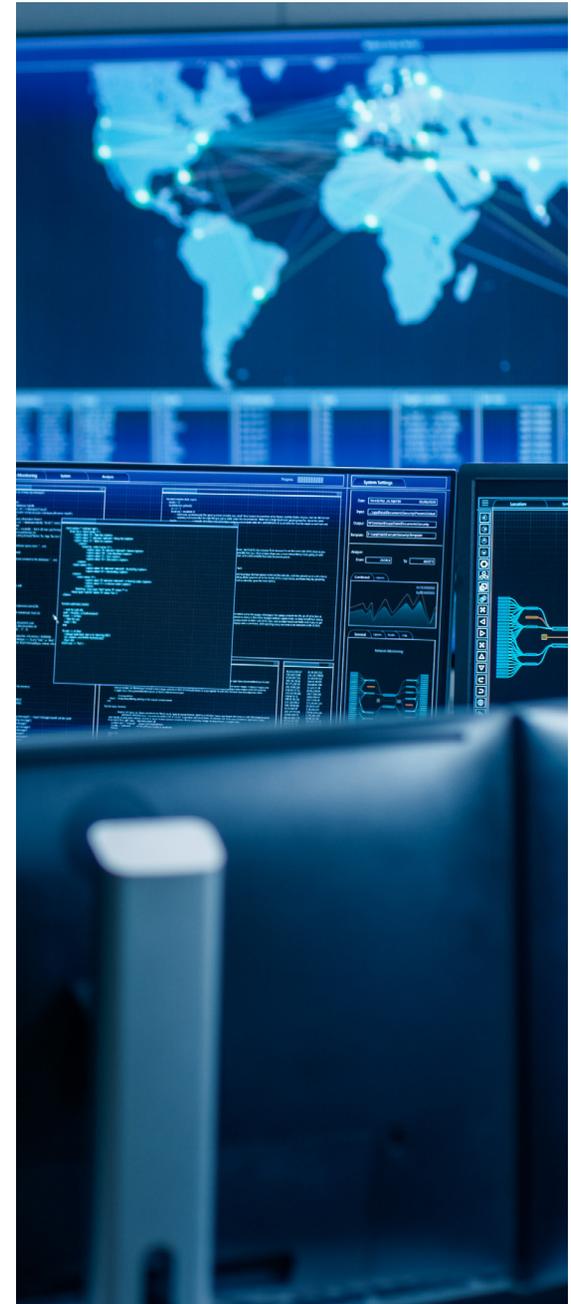
## PROTECT THE PRIVACY OF OUR CUSTOMERS, EMPLOYEES, AND BUSINESS PARTNERS

Gogo holds the privacy of our customers, our employees, our suppliers, and our other business partners in the highest regard.

We are subject to federal, state, and international privacy laws (including the European Union’s General Data Privacy Regulation) that applies to personal data.

Employees must abide by all privacy and security policies to ensure the confidentiality and integrity of the personal data being processed. We are subject to additional federal privacy laws that apply to our telephone customers’ account information and records (known as customer proprietary network information, or “CPNI”). Unauthorized collection, disclosure, use, or retention of personally identifiable information and CPNI is prohibited. Gogo’s Privacy Policy related to its customers is posted at <https://gogoair.com/policies/privacy-policy>.

If you have any questions regarding Gogo’s privacy policies or processes, please email [connect@gogoair.com](mailto:connect@gogoair.com).





# 10

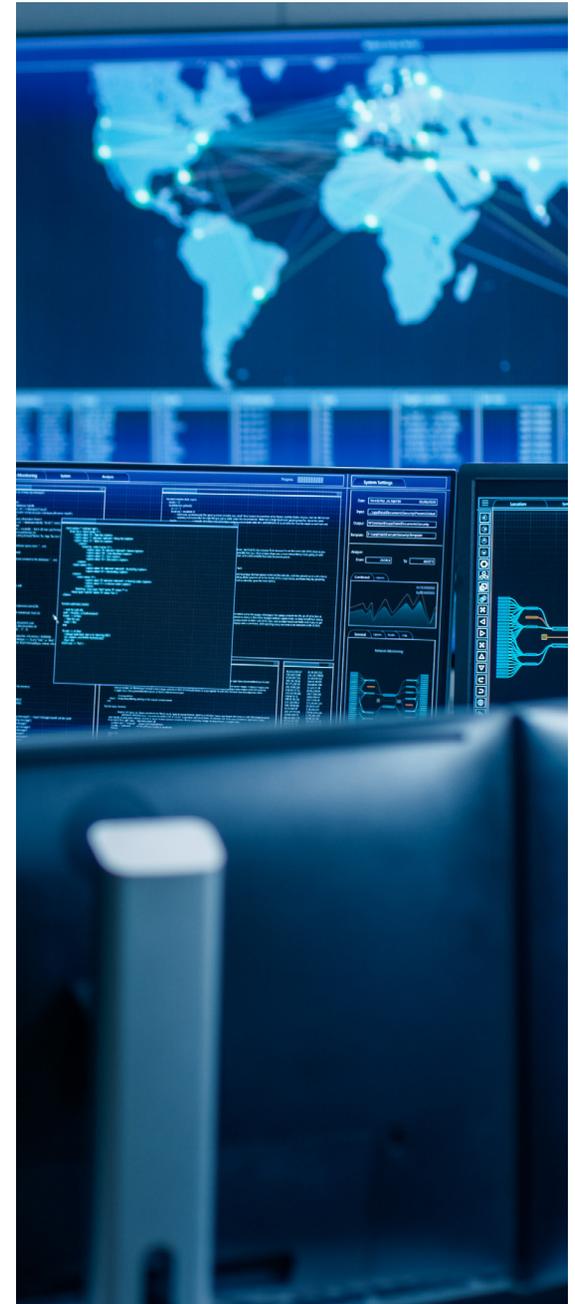
## USE OF SOCIAL MEDIA

Any use of social media by a Gogo employee should be consistent with the employee's responsibilities to the Company.

## Responsibilities of Gogo employees with regards to social media include:

- Protecting and properly using Company property and assets as discussed in **Section 7** above;
- Protecting confidential information as discussed in **Section 8** above;
- Protecting the privacy of our customers, employees, and business partners as discussed in **Section 9** above; and
- No harassing, intimidating or disparaging, false, inaccurate, or unprofessional statements about the Company or other employees.

Gogo employees may not create Gogo-branded accounts without the express prior permission of Gogo's Marketing team.





# 11

## COMPLY WITH ALL APPLICABLE LAWS

Gogo and its employees must comply with all applicable laws, rules, and regulations, some of which are discussed elsewhere in this Code and others of which are the subject of separate Gogo policies.

Gogo and its employees must comply with all applicable laws, rules, and regulations, some of which are discussed elsewhere in this Code and others of which are the subject of separate Gogo policies. See, for example, the Insider Trading Policy posted on our SharePoint [\(here\)](#).

While it is beyond the scope of this Code to address all the laws, rules, and regulations that apply to Gogo's business, violations of these laws, rules, or regulations may result in severe penalties, including criminal or civil penalties for Gogo and the employees involved in the violations and possible liability in private actions. It is therefore critical that employees work with the Legal Department to understand the antitrust, anti-corruption, intellectual property, securities, privacy, employment-related, and other laws applicable to the Gogo business in which the employee is engaged and consult the General Counsel with any questions or concerns regarding legal compliance.

In addition, all (i) employees directly or indirectly involved in preparing reports with and submissions to (the "Reports") the U.S. Securities and Exchange Commission (the "SEC") and the NASDAQ Stock Market, (ii) employees who regularly communicate with the press, investors, and analysts concerning the Company, and (iii) representatives who assist the Company in preparing such Reports and communications will ensure that such Reports and communications are full,

fair, timely, accurate, and understandable and meet all legal requirements. This policy applies to all public disclosure of material information about the Company, including written disclosures, oral statements, visual presentations, press conferences, and media calls.

No employee may knowingly falsify information, misrepresent material facts, or omit material facts, necessary to avoid misleading the Company's independent registered public accounting firm or investors. No employee may take any action to coerce, manipulate, mislead, or fraudulently influence the Company's independent registered public accounting firm in the performance of its audit or review of the Company's financial statements.





# 12

## ADMINISTRATION OF THE CODE

Reporting Code Violations – All employees share responsibility for ensuring that Gogo as a whole conducts itself according to the highest ethical standards and strives to avoid even the appearance of impropriety.

Any employee who is aware of any illegal or unethical behavior, including questions or concerns involving the Company's accounting, auditing, financial reporting, or internal controls, or who believes that any applicable law, rule, regulation, or this Code has been violated, must promptly report the matter by contacting the Legal Department or a Human Resources representative in person, by mail or email, or by using Gogo's toll-free 24/7 Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com>.

Calls and reports to Gogo's Ethics Line may be made confidentially and anonymously (the Caller ID feature on our Ethics Line is disabled), though employees should keep in mind that if they do choose to make a report anonymously, it may be more difficult and sometimes impossible for Gogo to thoroughly investigate the matter.

Reports of potential misconduct will be taken seriously and investigated promptly and thoroughly. The number of individuals involved in any investigation will be limited to the extent consistent with a full investigation, and all reports will be kept confidential to the extent reasonably possible.

In certain cases, information may be shared with local law enforcement or other authorities to comply with legal requirements or to protect Gogo's legal interests. The person accused or reported will be notified of the report if required by applicable law. Gogo will not, however, provide the person accused or reported with the name of the reporting individual unless required to do so by law.

Employees shall cooperate with government and/or internal investigations. This means providing truthful information

and not destroying any potentially relevant documents or records. Employees must not discuss government or internal inquiries or investigations with any third party, including media, family members, or friends. Failure to cooperate with an investigation or revealing the existence of an investigation or internal inquiry to a third party may result in disciplinary action up to and including termination of employment. audit or review of the Company's financial statements.



Notwithstanding the above, nothing in this section or elsewhere in this Code limits your ability to file a charge or complaint with the SEC, or any other government agency or otherwise participate in or fully cooperate with any investigation or proceeding that may be conducted by the SEC or any other government agency, including providing documents or other information, without notice to or approval from Gogo. Please see **Section 8** for additional information. If you have questions about this, check with the General Counsel.

### **No Retaliation**

Gogo will not retaliate, discriminate, or take any adverse action, and does not tolerate anyone else retaliating, discriminating, or taking any adverse action, against an employee for reporting or threatening to report a violation of this Code or cooperating in investigations relating to possible Code violations, provided that the employee acted in good faith and with a reasonable belief that the information provided is true.

### **Waivers**

Waivers of this Code will be granted only in exceptional circumstances. The provisions of this Code may only be waived by the Board of Directors or an appropriate Board committee.

### **Acknowledgment**

Gogo requires that all employees are accountable for knowing and abiding by this Code. All employees shall receive a copy of this Code during the new-hire process and will be required to confirm adherence to the Code at such time. Employees must complete annual training on this Code.

### **Penalties for Non-Compliance**

Failure to comply with this Code may result in disciplinary action up to and including termination of employment. Disciplinary measures may, consistent with applicable law, also apply to executives or managers who condone any illegal or unethical conduct of employees reporting to them – when the executives or managers do not take appropriate measures to correct misconduct or when they retaliate against any employee who in good faith reports misconduct or cooperates in an investigation of reported misconduct. Willful disregard of criminal statutes underlying this Code may require the Company to refer such violation for criminal prosecution or civil action.





# 13

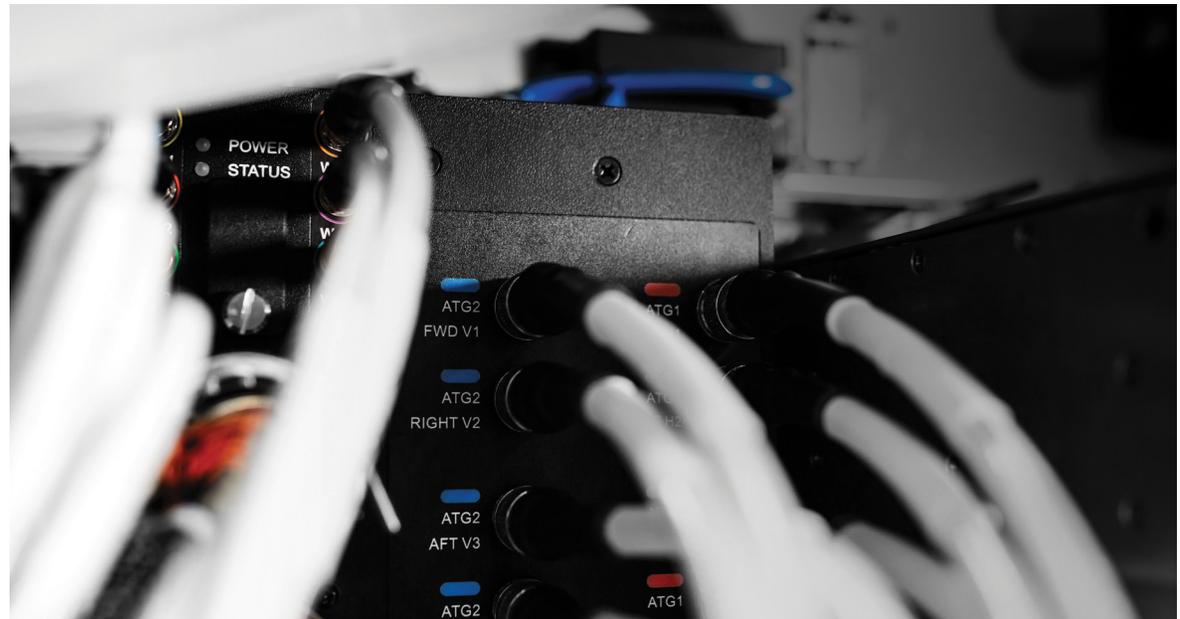
COMMUNICATIONS  
WITH THE SEC  
AND OTHER  
GOVERNMENTAL  
ENTITIES

Notwithstanding anything to the contrary in the Code of Business Conduct and Ethics or any other agreement with Gogo or policy of Gogo, you may communicate, cooperate, or file a charge or complaint with the SEC or any other governmental or law enforcement entity concerning possible violations of any legal or regulatory requirement,

and may make disclosures, including providing documents or other information, to any governmental entity that are protected under the whistleblower provisions of any applicable law or regulation without notice to or approval of Gogo, so long as (1) such communications and disclosures are consistent with applicable law and (2) the information disclosed was not obtained through a communication that was subject to the attorney-client privilege (unless disclosure of that information would otherwise be permitted by an

attorney pursuant to the applicable federal law, attorney conduct rules, or otherwise). Gogo will not limit your right to receive an award for providing information pursuant to the whistleblower provisions of any applicable law or regulation to the SEC or any other government agency.

Any provisions inconsistent with the above language or that may limit the ability of any person to receive an award under the whistleblowing provisions of applicable law is deemed invalid and will not be enforced by Gogo.





# 14

## APPENDICES

## APPENDIX 1: LAWS AND POLICIES APPLICABLE TO GOVERNMENT PROCUREMENTS

### ARTICLE I: MANDATORY DISCLOSURES

As a Government contractor, we must timely disclose to the appropriate government official(s) credible evidence of certain violations of Federal criminal law including fraud, conflict of interest, bribery, and gratuities found in Title 18 of the United States Code; violations of the civil False Claims Act; and significant overpayments on Government contracts. In order for Gogo to comply with these obligations, it is critical that employees promptly report any concerns regarding such matters to their manager, Gogo's Legal Department, or the Gogo toll-free 24/7 Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com>. Managers must promptly report possible violations of these standards raised by their employees to Gogo's Legal Department or the Gogo toll-free 24/7 Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com>.

### ARTICLE II: ACCURATE COST AND PRICING DATA

Employees involved in preparing proposals for a U.S. Government procurement must

ensure that the cost and pricing data submitted to the U.S. Government is current, accurate and complete. Subject to limited exceptions, the Truthful Cost or Pricing Data Act requires the submission of certified cost and pricing data for any negotiated contract or subcontract, including any changes, that exceeds a certain threshold. Failure to submit current, accurate, and complete cost and pricing data could have serious consequences for Gogo and the employee member involved with the data. Questions regarding application of this Act should be directed to Legal Department.

### ARTICLE III: PROCUREMENT INTEGRITY

Gogo's success depends on our upholding the integrity of the procurement process in bidding, negotiating, and performing contracts for our government customers. If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective customers and suppliers are accurate and truthful. Once awarded, all contracts must be performed in compliance with specifications, requirements, and contract terms and conditions.

Gogo is expressly prohibited from knowingly obtaining any "contractor bid or proposal information" or "source selection information" regarding an ongoing procurement. Likewise, Government personnel with access to such information cannot knowingly disclose any contractor bid or proposal information or source selection information to any person other than those authorized to receive such information.

"Contractor bid or proposal information" is nonpublic information, in any form, which is submitted to the Government in a proposal, including specifically cost or pricing data, indirect costs and direct labor rates, proprietary information regarding manufacturing processes, operations, or techniques marked by the contractor in accordance with applicable law or regulation, and any other information marked as "contractor bid or proposal information."

"Source selection information" is information, in any form, which was not previously available to the public and was prepared for use by the Government to evaluate a bid or proposal to enter into a procurement contract, including specifically bid prices submitted in

response to Government solicitation for sealed bids, or lists of those bid prices before public bid opening; proposed costs or prices submitted in response to a Government solicitation, or lists of those proposed costs or prices; source selection plans; technical evaluation plans; technical evaluations of proposals; cost or price evaluations of proposals; competitive range determinations that identify proposals that have a reasonable chance of being selected for award of a contract; rankings of bids, proposals, or competitors; reports and evaluations of source selection panels, boards, or advisory councils; other information marked as “source selection information.”

Gogo employees must refuse any offers to provide Gogo with any unauthorized contractor bid and proposal information or source selection information and immediately report the offer to the Legal Department or Gogo toll-free 24/7 Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com>. You may not use, obtain, accept or receive any information to which Gogo is not clearly and legitimately entitled. If you ever have reason to believe that the release or receipt of any information is unauthorized, or you are

uncertain as to Gogo's legal right to use the information, do not copy, distribute or use it until you have obtained guidance from the Legal Department.

Gogo employees must comply with the laws and regulations pertaining to employing or acquiring the services of government employees. These rules apply to contact or negotiations with current government employees to discuss their potential employment by the company or their use as consultants or subcontractors. These rules may restrict the roles and responsibilities that former government employees may perform on our behalf after joining the company. The laws and regulations governing the hiring and employment of former government employees can be difficult to follow. Prior to entering into these situations, you should seek the advice of your supervisor, manager, Human Resources representative, or the Legal Department.

#### **ARTICLE IV: GOVERNMENT PROPERTY**

Government Property includes both property provided to Gogo by the Government and property that Gogo has purchased under certain types of agreements with the Government. Government Property includes material,

equipment, special tooling, special test equipment, and real property, but it does not include intellectual property and software. There are specific regulations and mandatory procedures pertaining to acquisition, possession, use, transfer, and disposal of Government Property. Generally, Government Property must be properly identified, tracked and/or monitored by Gogo, segregated from other property, and specifically accounted for by Gogo. Government Property or material acquired for one project cannot be used for any other purpose without prior Government authorization.

#### **ARTICLE V: ORGANIZATIONAL CONFLICTS OF INTEREST**

Organizational Conflict of Interest (OCI) requirements in U.S. Government contracting opportunities must be examined thoroughly before investing in proposal efforts because these limitations may preclude Gogo, its affiliates and subsidiaries, from undertaking future activities. Some contracts may require individual employees to disclose conflicts, such as family relationships or financial interests, which may conflict with their ability to provide impartial services. Some government agencies, such as the United

States Environmental Protection Agency and the Centers for Medicare & Medicaid Services, require contract/program-specific OCI compliance programs.

Two primary principles underlie the concept of OCI: (1) preventing the existence of conflicting roles that might bias a contractor's judgment, and (2) preventing unfair competitive advantage. Federal Acquisition Regulation (FAR) Section 9.5 contemplates three situations in which conflicts may arise:

- A "bias" situation where a contractor has the opportunity to draft specifications or a statement of work for a later procurement, thus creating the possibility that it could skew the competition in its favor and make decisions favoring its own products or capabilities.
- An "impaired objectivity" situation where a contractor has some relationship or interest, such as a share of the proceeds on the sale of a product or an equity or ownership interest, or where the contractor may be called upon to review its own work or the work of a closely related entity.

- An "unequal access to information" situation where the contractor may gain a competitive edge because of its access to information that is not available to other competitors.

Gogo is committed to identifying and tracking potential OCIs and clearing them as soon as possible prior to any commitment being made or legal obligation created on behalf of Gogo.

#### **ARTICLE VI: PERSONAL CONFLICTS OF INTEREST**

As a government contractor, Gogo is required to ensure that no employee or self-employed subcontractors have any "personal conflict of interest" (PCI) when they are performing certain acquisition related project activities. To ensure that no PCIs exist, Gogo must take the following actions:

- obtain and maintain PCI disclosure statements from employees and self-employed subcontractors with any PCIs, including those of close family members or other members of the person's household, such as financial interests, prospective employment opportunities or business opportunities, and gifts, including travel;

- require employees and self-employed subcontractors to update PCI disclosure statements when circumstances change;
- block assignments of employees and self-employed subcontractors to tasks when relevant PCIs cannot be mitigated by the parties;
- prohibit use of non-public information accessed through Government contract performance for personal gain;
- obtain signed non-disclosure agreements prohibiting disclosure of information derived from government contract performance;
- inform employees and self-employed subcontractors of their obligation to disclose and prevent personal conflicts of interest, not to use non-public information accessed through performance of a Government contract for personal gain, and to avoid even the appearance of personal conflicts of interest;
- maintain effective oversight to verify compliance with personal conflict-of-interest safeguards;

- take appropriate disciplinary action in the case of employees and self-employed subcontractors who fail to comply with Gogo's PCI policies; and
- report to the contracting officer any personal conflict-of-interest violation by an employee or and self-employed subcontractor as soon as identified.

Conflicts of interest can be subtle and the requirements can vary depending upon the organization or entity. Questions regarding conflicts of interest should be directed to the Legal Department.

#### **ARTICLE VII: GIFTS AND GRATUITIES**

Federal Executive Branch employees (including the military) are prohibited from seeking or accepting gifts from "prohibited sources" like Gogo and our employees. A "gift" is broadly defined to include any gratuity, favor, discount, entertainment, hospitality, loan, forbearance or other item having monetary value.

The following items are excluded entirely from the definition of a gift and are permissible: (a) modest items of food and refreshment (not meals) such as soft drinks, coffee and donuts; (b) items with little intrinsic value, such as greeting

cards, plaques, certificates, and trophies, which are intended solely for presentation purposes; and (c) anything for which the government employee pays full market value.

Unless the gift falls within one of these exclusions, the total value of gifts given on a single occasion cannot exceed \$20. The value of all gifts given by Gogo employees to an individual Government employee are aggregated, and the total value of these gifts may not exceed \$50 in a calendar year. Meals, or anything else, that cost more than \$20, are improper gifts.

If the gift is over the \$20 limit for Federal employees, the entire amount is improper and will not be reimbursed by Gogo. Further, Gogo must report violations of Federal gratuity law to the cognizant Agency Inspector General and Contracting Officer.

By Executive Order, every appointed official in the Executive branch is barred from accepting a gift of any kind "from lobbyists or lobbying organizations." These rules essentially prohibit all gifts, with some specific and complex exceptions. Employees are not to provide any gift, including any meals or entertainment, to these recipients without prior legal review

to determine the legality of the proposed gift.

Most state and local governments and many other countries also have restrictions on gifts to their employees. Questions about gifts and gratuities should be directed to the Legal Department.

#### **ARTICLE VIII: CLASSIFIED INFORMATION AND CONTROLLED UNCLASSIFIED INFORMATION**

Gogo is required to establish and maintain policies and procedures to protect all classified information received from its Government clients. Pursuant to this requirement, employees must remember these key points:

- Access to classified information is to be allowed only to authorized persons who have been cleared for the level of information, such as Confidential, Secret, or Top Secret for the Department of Defense and "L" or "Q" for the Department of Energy. Classified information should be released only to authorized individuals on a "need to know" basis.
- Review of classified information must take place only in secured areas and

removal of classified information from the facility must be specifically authorized by the Government.

- Employees must properly handle classified information, including its storage, shipping, reproduction, and destruction, in accordance with applicable Government rules and Gogo policies.

Employees authorized to have access to classified information are required to be familiar with the applicable security restrictions under Government regulations and the relevant contract. Additional information regarding the proper use and handling of classified information can be obtained by contacting Mark Mata at [mmata@satcomdirect.com](mailto:mmata@satcomdirect.com).

Controlled Unclassified Information (“CUI”) is defined “as information the Government creates or possesses, or that an entity creates or possesses for or on behalf of the Government, that a law, regulation, or Government-wide policy requires or permits an agency to handle using safeguarding or dissemination controls. However, CUI does not include classified information ... or information a non-executive branch entity possesses and maintains in its own systems that

did not come from, or was not created or possessed by or for, an executive branch agency or an entity acting for an agency.” 32 CFR 2002.4(h).

Gogo maintains policies and procedures to ensure it provides adequate security on all unclassified information systems that it owns or operates that process, store, or transmit CUI.

Gogo and its employees must implement safeguarding and dissemination controls pursuant to and consistent with law, regulations, and Governmentwide policies. Additional information regarding the proper use and handling of CUI can be obtained by employees by contacting Mark Mata at [mmata@satcomdirect.com](mailto:mmata@satcomdirect.com).

#### **ARTICLE IX: THE BYRD ANTI-LOBBYING AMENDMENT**

Gogo is subject to restrictions on lobbying activities relating to Federal procurements under a statute known as the Byrd Amendment. This law prohibits Gogo and its subcontractors at all tiers from charging the Government for the costs of influencing or attempting to influence any Federal agency or the Congress in connection with contract, grant or cooperative agreement actions.

Most routine marketing interactions with Federal agencies by Gogo employees will fall into the types of activities that are exempt from the Byrd reporting requirements.

When it is not related to a specific solicitation, it is permissible to have discussions regarding the qualities, characteristics, and capabilities of Gogo’s products or services, or the terms and conditions of sale, and technical discussions and other activities regarding the application or adaptation of Gogo’s products or services. If conducted prior to a formal solicitation, it is acceptable to provide unsolicited information necessary for an agency to make an informed decision about the initiation of a contract action and to have technical discussions regarding the preparation of an unsolicited proposal prior to submission.

Gogo must certify its compliance with the Byrd Amendment through submission of a certificate submitted with its proposals to the Federal Government and obtain disclosures and certifications from our subcontractors at all tiers with subcontracts over \$100,000. Violations of the Byrd Amendment may result in civil penalties for Gogo and/or employees

violating the amendment or making a false certification. Questions about the Byrd Amendment should be directed to the Legal Department.

#### **ARTICLE X: ANTITRUST**

Antitrust issues may arise in competitive Government procurements in certain circumstances. The potential for an antitrust violation may be present if one or a combination of the companies participating in an exclusive teaming arrangement is the sole provider of a product or service that is essential for contract performance; thereby, potentially eliminating effective competition. The “Certificate of Independent Price Determination” clause in fixed priced Government contracts requires that the person responsible for the prices being bid or proposed certify that Gogo has prepared its price independently and not in collusion with other competitors. A false certification could give rise not only to antitrust liability, but also liability for making a false statement to the Government. The “Restrictions on Subcontractor Sales to the Government” clause prohibits a prime contractor from entering into an agreement with a subcontractor that unreasonably restricts

direct sales by the subcontractor to the Government.

#### **ARTICLE XI: ANTI-HUMAN TRAFFICKING**

Gogo prohibits its employees and its agents from engaging in human trafficking including trafficking-related activities. No employee nor any Gogo agent, consultant, contractor, subcontractor, supplier, distributor, vendor, or firm shall be involved in the following activities: trafficking in persons; procuring commercial sex acts; using forced labor; destroying, concealing, confiscating, or otherwise denying access by an employee to the employee’s identity or immigration documents; using misleading or fraudulent practices during recruitment; charging employees or potential employees recruitment fees; and more as provided in FAR 52.222-50(b). Employees must report possible violations of this policy by any Gogo employee, agent, consultant, contractor, subcontractor, supplier, distributor, vendor, or firm by contacting the Legal Department or a Human Resources representative in person, by mail or email, or by using Gogo’s toll-free 24/7 Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com>. Gogo will take appropriate actions

against the violating party, including but not limited to, removing them from the contract, reducing their benefits, or terminating their employment. Additionally, Gogo is required to report any credible evidence of violations to the Government.

## **APPENDIX 2: LAWS APPLICABLE TO INTERNATIONAL BUSINESS**

### **ARTICLE I: EXPORT LAWS AND REGULATIONS**

Employees may need a license to export certain kinds of goods outside the U.S. An export license may also be required to transmit technology (“technical data”) or provide services to a Foreign Person even when the disclosure or service occurs within the United States, or when the Foreign Person is a Gogo employee acting within the scope of their employment. All exports of technical data, goods, materials or services by Gogo must be made in compliance with applicable export laws and regulations.

Exports are generally subject to either the International Traffic in Arms Regulation (ITAR), which governs military items, or the Export Administration Regulation (EAR), which governs commercial or dual-use technologies. Nuclear materials and technology are subject to Department of Energy and/or Nuclear Regulatory Commission regulations. The need for an export license can sometimes be avoided by careful planning and limiting disclosures to “public domain”

information. Seek advice from Gogo’s Legal Department before making any determination to send technical data to any Foreign Person.

Exports can occur through conversations, presentations, training, consulting services, visual disclosures, or any other manner of communication regardless of where it occurs. As a result, employees must be vigilant and strictly comply with Gogo’s foreign visitor practices when dealing with Foreign Persons. Employees should consult with a manager or Gogo’s Legal Department prior to allowing any Foreign Person to access a Gogo facility or network that would allow the Foreign Person to visually inspect items that may be subject to export controls. Questions regarding export laws and regulations should be directed to the Legal Department.

### **ARTICLE II: FOREIGN CORRUPT PRACTICES ACT & ANTI-CORRUPTION LAWS**

The Foreign Corrupt Practices Act (FCPA) makes it illegal for Gogo, directly or through others (such as foreign representatives, consultants, or business partners), to give or offer any payment, gift, bribe, or anything else of value to a

foreign official, political party, or candidate for the purpose of influencing an official act, or a failure to act, or inducing the foreign official or party to use influence to affect the decision of a foreign government or agency. The prohibition also applies to officers and employees of foreign state-owned businesses. Bribes or gratuity payments are common in some countries. Employees engaging in international business must exercise caution to avoid corrupt practices that might result in personal, as well as corporate, liability. Even an extremely small payment or gift to a foreign official can result in a violation of the FCPA.

Other countries have similar laws to the FCPA and some are even more stringent. Bribery or other improper payments are strictly prohibited under all circumstances. Under no circumstances may employees enter into representation agreements with any foreign business or foreign national without first contacting the Legal Department. Appropriate due diligence must be performed on any potential foreign representatives or business partners. Questions regarding the FCPA and other similar laws should be directed to the Legal Department.

### **ARTICLE III: BOYCOTTS**

It is illegal for U.S. persons to cooperate with the Arab boycott of Israel, or any other unsanctioned international boycott. In particular, without prior written approval from the U.S. Government one may not:

- refuse (or agree to refuse) to do business or request another to refuse to do business with a boycotted country or any blacklisted company;
- refuse (or agree to refuse) to employ or otherwise discriminate against any U.S. person or corporation on the basis of race, religion, sex, or national origin;
- furnish (or agree to furnish) information about the race, religion, sex, or national origin of any U.S. person;
- furnish (or agree to furnish) information about past, present, or proposed business relationships with a boycotted country or its nationals or corporations, or any blacklisted persons; or
- furnish (or agree to furnish) information concerning association with charitable or fraternal organizations.

Requests for such actions may be written or oral, and often are included in the terms of a bid qualification, purchase order, letter of credit, or shipping instructions. Occasionally, they are found in long-term purchase/sale contracts or in questionnaires. Do not provide any response to a document or other inquiry containing boycott-related requests. All boycott-related requests must be reported to the Legal Department for appropriate disclosure to the U.S. Government.

### **ARTICLE IV: EXCLUDED PARTIES**

In certain circumstances, it is illegal for U.S. business and citizens to conduct business with specific individuals and entities. The U.S. Office of Foreign Assets Control (OFAC) maintains lists of embargoed countries and specific individuals and entities with which U.S. companies and citizens are forbidden to conduct business. Similarly, the U.S. Commerce Department and U.S. State Department maintain lists of individuals and entities who may not participate in regulated transactions. Under no circumstances may any employees deal with any party

appearing on any of the lists discussed above unless the U.S. Government provides prior written approval. Employees are responsible for submitting the names of potential new business associates and entities to be checked against these lists prior to proceeding with any aspect of a contemplated transaction.

### **ARTICLE V: U.S. CUSTOMS AND U.S. IMMIGRATION REGULATIONS**

These regulations govern the movement of commodities and people across the U.S. borders. Information required under these regulations allows the agencies to properly assess duties; collect accurate statistics; determine whether goods are subject to quotas, restraints, embargoes, or other restrictions; and take enforcement actions by deterring, interdicting, and investigating threats arising from movement of commodities and people across borders.



[gogoair.com](https://gogoair.com)