

# GOGO INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

Revised July 31, 2019

### I. 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 and directors (for ease of use, we’ll refer to both employees and directors as employees below).

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. Any employee who violates these policies is subject to disciplinary action up to and including termination. In addition, violating laws applicable to Gogo’s business could subject Gogo and the employees involved to criminal proceedings, regulatory actions and private lawsuits.

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

### II. 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.

- *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.

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 General Counsel to determine whether such a conflict of interest exists.

- *Gifts and Payment of Expenses*

Employees must not accept money, gifts, favors, loans, entertainment 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, 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 are Gogo customers or have business dealings with Gogo solely by virtue of using Gogo services as a passenger on an airline. A gift or favor would *not* include 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 in Appendix 1.

- *Corporate Opportunities*

Employees 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 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.

### **III. 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 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 meant to preserve integrity and objectivity, and this system is 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.

#### **IV. 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.

- *Discrimination and Harassment.*

Gogo forbids discrimination or harassment in our work environment or as part of any employment-related decisions, and 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. For this reason, Gogo has adopted a separate Discrimination and Harassment policy, which can be found at <https://inside.gogoair.com/pages/viewpage.action?spaceKey=HR&title=Employment+Policies#EmploymentPolicies-DiscriminationandHarassment>. Please read this policy in its entirety.

- *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.

#### **V. 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 corrupt behavior. For this reason, Gogo has adopted an Anti-Corruption Policy, attached as Appendix 1 to this Code.

The following is a brief summary of the Anti-Corruption Policy. Please read Appendix 1 in its entirety.

The Policy prohibits direct and indirect bribery of Public Officials and commercial bribery (bribery of private individuals). Employees should never promise to pay or authorize payment, directly or indirectly, of money, products, services or anything of value to any person 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.

All Gogo-sponsored gifts, entertainment 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 must comply with the Anti-Corruption Policy and, in many cases (as discussed in Appendix 1), 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.

Employees responsible for working with regulators (including aviation and telecommunications regulators as well as tax and custom officials) and airlines 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. airlines or consultants to or agents for such airlines. Any third party hired to assist Gogo in its dealings with regulators and foreign airlines 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.

## **VI. 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 price fixing and allocation of markets.

## **VII. 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.

## **VIII. PROTECT CONFIDENTIAL INFORMATION**

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.

## **IX. 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 Gogo's Global Privacy Policy, posted at <https://inside.gogoair.com/display/LGL/Gogo%27s+Privacy+Program> and all relevant cyber securities policies posted at <https://inside.gogoair.com/display/IT/Security+Policies> to ensure the confidentiality and integrity of the personal data being processed. Our Business Aviation group is 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 relative to its airline passenger users is posted at <https://content.gogoair.com/privacy/> and its Privacy Policy related to its business aviation customers is posted at <https://www.business.gogoair.com/policies/privacy-policy/>. If you have any questions regarding Gogo's privacy policies or processes, please email [privacyofficer@gogoair.com](mailto:privacyofficer@gogoair.com).

## **X. 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. See, for example, the <https://inside.gogoair.com/display/LGL/INSIDER+TRADING+POLICY>. While it is beyond the scope of this Code to address all of 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.

## **XI. 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. To report concerns about potential violations of this Code and any other ethics or integrity issues, including questions or concerns involving the Company's accounting, auditing, financial reporting or internal controls, employees should contact the General Counsel in person or by mail or email ([GeneralCounsel@gogoair.com](mailto:GeneralCounsel@gogoair.com)) or Gogo's Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com/>. Contacts by mail and calls and reports to Gogo's Ethics Line may be made confidentially and anonymously, 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 accused or person 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.

- *No Retaliation*

Gogo will not retaliate or take any adverse action, and does not tolerate anyone else 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. Any waiver of this Code for an executive officer or Director will be promptly disclosed in accordance with applicable legal requirements.

- *Acknowledgement*

Gogo requires that all employees are accountable for knowing and abiding by this Code. All 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.

**Appendix 1**

**Anti-Corruption Policy**



## **POLICY STATEMENT**

Gogo competes around the world based on the quality of our products, services and people. As a Company operating worldwide, Gogo is potentially subject to a number of laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act of 2010 and the domestic laws of every country in which we do business. Violation of any of these laws could result in high fines or potential debarment for Gogo and fines and potential imprisonment for its employees. Even the accusation of bribery could result in incalculable reputational injury to Gogo.

Gogo, its Board of Directors and Management believe in ethical and transparent business and have zero tolerance for corrupt payments or providing anything of value in exchange for an improper business advantage. Any evidence of violations will be investigated, and disciplinary measures may be taken. As a condition of employment at or association with Gogo, employees must understand and comply with this Anti-Corruption Policy (this “Policy”) and consult the General Counsel if they have any doubts about whether an activity is permitted.

## **SCOPE**

This Policy is applicable to all employees and directors of Gogo and third parties acting on Gogo’s behalf, regardless of citizenship, residency or the location of the work. Gogo is subject to the FCPA and the UK Bribery Act for all of its activities throughout the world as well as the laws of the other jurisdictions in which it does business. In addition to the FCPA, employees and agents may be subject to the laws of their home jurisdictions and the jurisdictions in which they carry out business. Strict compliance with this Policy and all applicable laws is required.

The Office of the General Counsel is responsible for approving, periodically reviewing and enforcing this Policy.

## **GENERAL REQUIREMENTS**

### **Corruption and Bribery Generally**

Bribery of Public Officials and commercial bribery (bribery of private individuals) is prohibited by this Policy. It is prohibited to offer, promise or pay any bribe, kickback, or unofficial incentive. Specifically, it is prohibited to offer, promise, give, and authorize the giving of Anything of Value (defined below), including financial and other advantages, to any person, either directly or indirectly:

- In order to obtain or retain business;
- In order to secure an improper advantage; or
- In order to obtain the Improper Performance (or non-performance) of a public function or a business activity from any person.

**“Improper Performance”** means performance (or non-performance) which is in breach of the expectation of good faith, impartiality or trust placed in that person. In determining such expectation, local custom or practice is to be disregarded unless permitted or required by local written law.

**“Anything of Value”** and **“Financial or Other Advantages”** means not only financial benefits (i.e., money) but also travel, accommodation, meals, entertainment, gifts, hospitality, paid or unpaid employment (e.g., internships), forgiveness of debt, and grants or donations, and other items that would be valued by the recipient.

As further set forth in Section II of the Code, employees are also prohibited from requesting, agreeing to receive or accepting any money, gift, item of value or other advantage provided with the intention of inducing or rewarding the recipient for Improper Performance of any activities connected with his or her business or employment.

## **Public Officials**

Special care must be taken when dealing with Public Officials.

Policy: Employees must not offer, pay, promise or authorize providing Anything of Value or Other Advantage to any Public Official (as defined below), wherever they are located, for the purpose of:

- influencing any act or omission by that official;
- inducing that official to act in contravention of law or in contravention of the expectation of good faith, impartiality or trust attendant to the office held;
- securing an improper advantage; or
- inducing that official to use his or her official influence to affect an act or omission of the government or a government instrumentality, in order to obtain or retain business or an advantage in the course of business.

It is important to note that this Policy does not prohibit legitimate transactions with current or former Public Officials, although all such transactions must be approved, in advance, by the Legal Department.

Similarly, this Policy does not prevent payments to or transactions with government entities (insofar as those transactions are not intended to provide a benefit to a Public Official).

**“Public Official”** means:

- Any elected official, officer or employee of a government (national, provincial or municipal) or any department, agency or instrumentality thereof, including any judicial, legislative or administrative official, (whether elected or appointed) and any person acting on behalf of such person or exercising a public function;

- Any official of a political party;
- Any candidate for political office;
- Any employee, officer, agent or other representative of a state-owned or state-controlled entity;
- Any officer, employee or agent of a public international organization (such as the United Nations, the World Bank, the International Civil Aviation Organization or the International Telecommunications Satellite Union); and
- Close relatives of the same. “Close relative” means spouse, children (including stepchildren), a relative sharing the same residence, and all relatives within two generations preceding or descending from the Public Official.

For the purpose of this Policy, a “state-owned or state-controlled entity” includes: (i) any entity which is more than 40% owned, directly or indirectly, by a government, government agency or sovereign wealth fund; or (ii) any entity over which a government exercises significant control. **This definition encompasses the majority of airlines outside the United States. Employees should treat all non-U.S. airlines as state-owned or state-controlled entities unless the General Counsel has determined otherwise.**

If you have a question regarding whether an individual is a Public Official, you should consult with the General Counsel.

The offer of employment or internships to close relatives of Public Officials carries compliance risks and must be approved in advance by the General Counsel.

### **Third Parties**

Any third party working on behalf of Gogo must abide by this Policy and an agreement to do so must be part of any contract with such third party. Gogo may require that third parties periodically certify compliance with this Policy and applicable laws.

### **Engaging Third Parties**

Gogo employees may not attempt to evade the requirements of this Policy by providing things of value to a third party with the expectation, either explicit or implied that the third party will pass on all or part of the value to Public Officials or private individuals. Third parties are individuals or entities which are not employees of the Company, but who work with or on behalf of Gogo. Examples of third parties include: intermediaries, lobbyists, advisors, consultants, suppliers, distributors and OEMs. The Company and its employees may be liable for the acts of third parties working on its behalf. Employees, as well as the Company, can be held personally liable for the acts of third parties working on Gogo’s behalf if, under the circumstances, including without limitation, the existence of “red flags” as further discussed below, the employee reasonably should have known that the third party was engaging in improper behaviour on the Company’s behalf. Actual knowledge is not required.

To prevent this from occurring, Gogo employees must:

- Conduct appropriate due diligence of all third parties prior to authorizing a third party from acting on Gogo's behalf. This diligence must be managed by the Legal Department and can include obtaining information about the third party, its owners, officers and employees, its reputation as well as references. The Legal Department may require interviews of the third party's principal(s) or the engagement of an independent diligence firm to investigate the third party;
- Include adequate contractual representations and warranties (to be obtained from the Legal Department) from the third party concerning its activities on the Company's behalf; and
- Conduct appropriate oversight of the third party's activities to ensure that the third party is adhering to its obligations, possibly including the obtaining of periodic certifications of compliance from the third party, periodically updating the due diligence file, training of the third party's employees on this Policy, and inspection or auditing of the third party's activities.

The General Counsel will guide you through what diligence is needed depending on the identity or location of the third party and the services to be provided by that party. Third parties retained to represent the Company in front of customers or Public Officials will receive the highest level of diligence, especially when their services will take place in "high-risk" jurisdictions.

All agreements with third parties must be approved by the legal department to ensure that they contain adequate anti-corruption provisions and **no payment will be made to any third party unless these requirements have been fulfilled.**

### **Gifts, Meals, Entertainment, Travel and Accommodation**

This Policy sets limits above which prior written approval from the General Counsel is required. The amounts herein are maximum limits for employees. These limits are total amounts – for example, if, for a genuine business purpose and in close proximity to a business meeting as required below, a Public Official is taken out to dinner and then to a sporting event, the total cost of the evening should not exceed \$150 per Public Official. If you reasonably anticipate that a meal or entertainment expense will exceed \$150, you must seek prior written approval of the General Counsel.

Many jurisdictions (including the United States) have more restrictive rules regarding benefits provided to some categories of Public Officials. Employees dealing with regulatory authorities must always consult with the General Counsel for additional guidance.

**Nothing in this Policy authorizes expenditures in excess of budgetary rules set by your department or supervisor.** In addition, without prior written approval from the General Counsel, no approved budget can authorize an expense that would be prohibited by this Policy.

Public Officials: All gifts, meals, travel, entertainment and accommodation provided to a Public Official must be reasonable, appropriate and for a legitimate business purpose.

Gifts to Public Officials should never be in the form of cash or cash equivalents (e.g., gift cards, vouchers, etc.) and should bear the Gogo logo. Except for gifts of nominal value bearing the Gogo logo, all gifts to Public Officials require prior written approval by the General Counsel. Except in exceptional circumstances, the General Counsel will not approve any gift to a Public Official valued at more than \$150 and will not approve any gift to a Public Official who has already received gifts from Gogo valued at \$200 in the same calendar year.

Meals or entertainment (such as golf, sporting events or theatre tickets) provided to Public Officials should be modest and occasional and should always have a business purpose, taking place in close proximity, in time and location, to a business meeting. Gogo employees should always be present at a meal or entertainment. Any meal or entertainment provided to a Public Official costing in excess of \$150 per person must receive prior written approval from the General Counsel. Except in exceptional circumstances, the General Counsel will not approve meals or entertainment for a Public Official valued at more than \$150 per person or for any Public Official that has already received a total of \$1,500 in meals and entertainment during the same calendar year.

Meals or entertainment of spouses, partners or guests of Public Officials is almost always prohibited and, if allowed, requires special approval by the General Counsel.

Non-local travel or overnight accommodation of any kind for a Public Official requires special written pre-approval by the General Counsel. Public Officials should never travel first class.

No gifts, meals, entertainment, travel or accommodation may be provided to a Public Official before whom Gogo has pending non-routine business, such as regulatory approval/permit or an order for commercial goods or services.

Other Business Partners (Private Individuals): All gifts, meals, entertainment, travel and accommodation, provided to private individuals must be approved by your supervisor. Both the employee providing the benefit and his supervisor must be satisfied that the benefit is reasonable, appropriate and for a legitimate business purpose.

Gifts to business partners who are private individuals valued at over \$250 require prior written approval of the General Counsel or her designee. Gifts or cash or



cash equivalents (e.g., gift cards, vouchers, etc.) are prohibited. No individual should receive more than \$400 in gifts from the Company in a year without the prior approval of the General Counsel.

Meals and entertainment of private individuals valued at more than \$250 per person require prior written approval of the General Counsel or designee. No individual should receive more than \$3,000 in meals and entertainment from the Company within a year without the prior written approval of the General Counsel.

In all cases: Regardless of these rules, before providing Anything of Value to a Public Official or private individual, employees must consider how the spending would appear to fellow employees, regulators and the press. If an employee thinks that a benefit provided could reflect badly on the Company, he or she should check with the General Counsel, regardless of the value of the benefit. For example, any benefit provided to a Public Official before whom the Company has pending non-routine business (such as a regulatory approval or a new order) can raise questions and must be pre-approved by the General Counsel regardless of the value of the benefit. Decisions as to whether and what gifts or hospitality to provide must take into account any relevant rules or guidelines of the government entity or private organization that employs the individual to be benefited.

Books and Records: It is the responsibility of every employee to accurately record the names of all recipients, each recipient's employer, whether a recipient is a Public Official, the business purpose for the expense, the date and location of the meal, gift, entertainment, travel or accommodation, and the total cost, regardless of whether the employee is seeking reimbursement.

Prior Approval: Gogo understands that, on rare occasions, circumstances might make it impossible to obtain prior written approval for an expense. If an employee finds him or herself in such circumstances, he or she must:

- Orally confirm with the recipient that the benefit is not prohibited by the recipient's employer or local law; and
- As soon as practicable after the expense is incurred, report the expense to the General Counsel, providing an explanation for why prior approval was impractical and a statement that an oral confirmation was received from the recipient.

Violation of the Meals, Gifts, Entertainment, Travel and Accommodation Rules: Violation of these rules can result in Gogo refusing to reimburse an employee's expenses. Repeated or serious violations of these rules will result in disciplinary sanctions, including the possibility of termination of employment.

Intentional attempts to circumvent these rules, such as:

- Providing incomplete or inaccurate information on expense reports;

- Inflating the number of attendees or splitting one event into multiple events to hide the true cost; or
- Using a third party to provide meals, gifts, entertainment, travel or accommodation prohibited by this Policy,

will always result in severe disciplinary consequences, including the possibility of termination of employment.

The above requirements for gifts, meals, entertainment, travel and accommodation apply regardless of whether they involve the use of corporate resources or money and regardless of whether an employee or individual seeks reimbursement for such expenses or not.

### **Facilitation Payments**

Facilitation payments are generally small, unofficial, non-transparent payments, demanded by Public Officials in some countries to take or expedite routine governmental action to which the Company is entitled. These are often referred to as “grease payments” or “speed money.” To qualify as a facilitation payment, a payment must be made to an individual Public Official, not to an organization.

Unless approved by the General Counsel, facilitation payments are prohibited by this Policy. If an employee feels coerced into making a facilitation or extortion payment due to fear of imminent harm to himself or severe damage to Gogo property, the payment and surrounding circumstances must be immediately reported to the General Counsel, and approval should be obtained from the General Counsel if possible, before making the payment. All such payments shall be accurately recorded in Gogo’s books and records.

Employees must report any request for a facilitation payment to the General Counsel.

### **Contributions and Sponsorships**

All contributions to political, lobbying or charitable organizations made outside the U.S. must be approved in advance by the General Counsel, regardless of where the contributions are made or to whom.

All charitable or political contributions or sponsorship must be for a legitimate reason and not with the demand or expectation of a specific business return (e.g., a contribution to a favorite charity of a Public Official who is considering an application or request of the Company). Any approved charitable or political contributions or sponsorships should be made directly to an entity and not to an individual.

## **Mergers & Acquisitions and Joint Ventures**

Employees engaging in merger and acquisition activity or the establishment or oversight of joint ventures must be aware of this Policy. The General Counsel must be consulted in connection with any such activity to ensure that Gogo complies with applicable laws and protects itself against inherited liabilities.

### **REPORTING VIOLATIONS AND WARNING SIGNS**

#### **Identifying and Reporting Potential Violations**

All employees must report violations of an applicable law, this Policy, or the Code to the General Counsel or to Gogo's Ethics Line at 1-866-607-1184 or <https://gogo.alertline.com/>. It is often difficult to determine whether a set of facts presents a potential corruption or bribery issue. When in doubt, Gogo employees and agents should refer a proposed transaction to the General Counsel for assessment.

The Company will take measures to protect the confidentiality of any report, subject to applicable law, regulation or legal proceedings. As described in the Code, it is the Company's Policy not to retaliate or to permit or tolerate retaliation of any kind by or on behalf of the Company against Company employees who make good faith reports of violations of this Policy.

#### **Warning Signs or "Red Flags"**

To assure compliance with the anti-bribery provisions of the FCPA and other applicable laws, employees must be attentive to the existence of warning signs or "red flags" that could suggest that improper payments are or may be taking place. Under such laws, knowledge of an improper payment can be imputed from an awareness of red flags (i.e., actual knowledge is not required). Employees confronting any of the following warning signs in connection with any transaction in which a payment or benefit might be received by a Public Official or his or her family member must report the underlying facts to the General Counsel:

- The country in question has traditionally had a bribery problem or problems with corruption (see <https://www.transparency.org/cpi2018>).
- The industry in question has a history of corruption (e.g., oil, privatization of state-owned assets).
- A consultant, investor, joint venture partner, local partner, agent, or other intermediary third party with whom the Company proposes to deal has a reputation for bribery or other illegal practices, or has refused to promise to abide by the FCPA or other anti-corruption laws or to warrant that it has not paid bribes in the past.
- A third party with whom the Company deals on a transaction has sought a commission that is excessive, to be paid in cash or is otherwise irregular

(e.g., an unusually large up-front payment, success fee, payment via indirect means, etc.).

- A third party with whom the Company deals on a transaction is owned in part by a foreign government official or his or her family member or has other ties to a foreign government.
- A potential foreign government investor or partner recommends that the Company retain a specific intermediary.
- A proposed agent or other intermediary has indicated that a particular amount of money is needed in order for him or her to “get the business” or “make the necessary arrangements,” or similar expressions.
- A proposed agent or other partner or intermediary has requested that the Company prepare false invoices or any other type of false documentation.
- A proposed agent, consultant or other intermediary is related to the country’s ruling family or is involved in a business in which the ruling family owns an equity interest.
- A proposed agent, consultant or other intermediary insists that his or her identity not be disclosed.
- A Public Official requests that donations be made to a specific charity.
- Any portion of the transaction involves a request for a transfer of cash or cash equivalents.

## **TRAINING**

All employees must receive anti-corruption training as part of periodic Code training. Employees involved in dealing with regulators or foreign customers, accounting/finance employees involved with non-U.S. business and senior officers and directors must receive periodic training on this Policy. The format and frequency of training will be determined by the General Counsel based on the level of risk associated with the employees’ duties. The General Counsel may also require employees of third parties working for or with Gogo to undergo training prior to contracting and/or on a periodic basis.

## **VIOLATIONS OF THIS POLICY**

The General Counsel will work with Human Resources to ensure that appropriate disciplinary measures are carried out in the event of a violation of this Policy.

## **AMENDMENTS AND UPDATES TO THIS POLICY**

This Policy may be amended and updated from time to time. Employees will be notified of any such amendment or updates to the Code and such Code will also be available at <https://inside.gogoair.com/display/LGL/CODE+OF+CONDUCT>.