



GOGO INC.

CORPORATE GOVERNANCE GUIDELINES

Adopted by the Board of Directors May 31, 2013

Most Recently Amended on April 28, 2026

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

I. The Board of Directors

a. Board and Director Responsibilities

The Board will oversee the management of the business and affairs of the Company and will work with management to determine the Company’s mission and long-term strategy. Through oversight, review and counsel, the Board will establish and promote the Company’s business and organizational objectives. Each director will act in what they reasonably believe to be in the best interests of the Company and its stockholders and must exercise their business judgment.

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

b. Director Qualification Standards

It is the policy of the Company that the Board will have a majority of “independent” directors that satisfy the independence requirements of the NASDAQ Stock Market (“**NASDAQ**”) relating to directors. No director will be deemed independent unless the Board has made an affirmative determination that such director has no material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company). In determining independence, the Board will consider the definition of independence set forth in the NASDAQ listing standards, as well as other factors that will contribute to effective oversight and decision-making by the Board.

c. Size and Classification of the Board

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

The Board is classified with the terms of office of each of the three classes of directors ending in successive years of three-year terms, as provided in the Company’s Third



Amended and Restated Certificate of Incorporation (the “**Charter**”) and Amended and Restated Bylaws (the “**Bylaws**”).

d. Office of Chair

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

e. Office of Lead Independent Director

If the Chair is also the Chief Executive Officer or is a director who does not otherwise qualify as an “independent director,” one of the independent directors shall be selected by a separate vote of the independent directors to assume the position of lead independent director (“**Lead Independent Director**”). If the Board elects a Lead Independent Director, such Lead Independent Director will:

- Preside over all meetings of the Board at which the Chair is not present, including any executive sessions of the independent directors;
- Assist the Chair in scheduling Board meetings and approve meeting schedules, agendas and the information furnished to the Board to ensure that the Board has sufficient time for discussion of all agenda items;
- Request the inclusion of certain materials for Board meetings;
- Serve as the primary liaison between the independent directors and the Chair and/or CEO, as appropriate, and coordinate the annual performance reviews of the Chair and CEO in consultation with the Compensation Committee;
- Schedule independent director meetings and approve meeting schedules, agendas and the information furnished to the independent directors to ensure that the independent directors have sufficient time for discussion of all agenda items;
- Collaborate with the Chair in determining the need for special meetings of the Board; provided that if the Chair and the Lead Independent Director disagree on the need for a special meeting of the Board, the Lead Independent Director shall have the authority to convene a special meeting of the Board upon authorization of the CEO or the Company’s General Counsel;
- Provide leadership and serve as temporary Chair or CEO in the event of the inability of the Chair or CEO to fulfill their respective roles due to crisis or other event or circumstance, as determined by a majority of the independent directors, that would make leadership by existing management or the Chair inappropriate or ineffective, in which case the Lead Independent Director shall have the authority to convene meetings of the full Board or management; provided that the Lead Independent Director shall only serve as a temporary CEO or Chair in the event that the Chair is unable to fulfill such role in the first instance due to a crisis or other event or circumstance, as determined by a majority of the independent directors, that would



make the Chair inappropriate or ineffective;

- Retain consultants and advisors who directly report to the Board, including such independent legal, financial or other advisors as they deem appropriate, subject to advance authorization of the Chair or, if the Chair does not provide authorization, advance authorization of a majority of the independent directors, but without consulting or obtaining the advance authorization of any officer of the Company;
- In cooperation with management, be available for consultation and direct communication with major stockholders as appropriate; and
- Coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the independent directors.

f. Board Membership Criteria

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

The Board seeks members from a variety of professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Individuals will be considered for nomination by the Board based on their business and professional experience, judgment, age, skills and background. The Nominating and Corporate Governance Committee will consider existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, wisdom, strength of character, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best enhance the success of the Company's business and represent stockholder interests through the exercise of sound judgment, and that the Board has the necessary tools to perform its oversight function effectively in light of the Company's business and structure. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at Board meetings and participation in and contributions to the activities of the Board. The Nominating and Corporate Governance Committee annually prepares and reviews the skill sets of Board members to support nominations and identify any gaps.

g. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will identify, including through the use of referrals from Board members, search firms or consultants, and recommend to the Board candidates the Nominating and Corporate Governance Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board, and recommend to the Board the nominees to



stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders. The Board nominates director candidates for election by the stockholders and fills any Board vacancies that occur between stockholder elections pursuant to the Bylaws.

Stockholders may also nominate directors for election at the Company's annual meeting of stockholders by following the provisions set forth in the Bylaws, whose qualifications the Nominating and Corporate Governance Committee will consider.

h. Term Limits

Directors are required to retire from the Board when they reach the age of 75. A director elected to the Board prior to their 75th birthday may continue to serve until the annual stockholders meeting coincident with or next following their 75th birthday. On the recommendation of the Nominating and Corporate Governance Committee, the Board may waive this requirement as to any director if it deems such waiver to be in the best interests of the Company.

i. Limitation on Number of Boards on Which a Director May Serve

On an annual basis, each director will provide to the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee a list of all other boards and committees thereof on which they serve (whether public, private, for-profit or not-for-profit). Without specific approval from the Board, no director will serve on more than three other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity on any U.S. or non-U.S. stock exchange), no director who serves as an executive officer of a public company or an executive chair of a public company will serve on more than one other public company board. Directors will advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. Service on boards and committees of other organizations should be consistent with the conflict of interest policy set forth in the Company's Code of Business Conduct and Ethics. If a member of the Company's Audit Committee serves on more than two other public company audit committees, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Company's Audit Committee. Directors will advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company audit committee.

j. Director Orientation and Continuing Education

A new director will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the director with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

The Board will request that management make presentations from time to time as



necessary to ensure that the Board is aware of important business, legal and other developments affecting the company.

In addition, newly elected and existing directors are strongly encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties. The Company will reimburse directors for all costs and expenses incurred in connection with the attendance of any such continuing education programs.

k. Ethics and Conflicts of Interest

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

l. Board Access to Management and Employees

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

m. Board Access to Independent Advisors

Directors will have access, as necessary and appropriate, to the Company's outside advisors, as necessary and appropriate and in accordance with the Board committee charters, to assist in their duties to the Company and its stockholders. If appropriate, the Board or a Committee thereof may retain independent legal, financial or other advisors.

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

The Chief Executive Officer and, as appropriate, designated members of senior management and certain other personnel speak for the Company. From time to time, individual directors may, as contemplated by the committee charters or as directed by the Chair, meet or otherwise communicate with interested parties in cooperation with management.

All interested parties, including but not limited to stockholders, who wish to contact the Company's directors may send written correspondence, in care of the Secretary. Communications may be addressed to an individual director, to the nonmanagement directors as a group, to a committee of the Board, or to the Board as a whole, confidentially or otherwise. Communications not submitted confidentially that are addressed to directors



that discuss business or other matters relevant to the activities of the Board will be preliminarily reviewed by the office of the Secretary and then distributed either in summary form or by delivering a copy of the communication to the Board or appropriate committee. Confidential communications marked as confidential will be distributed, without review by the office of the Secretary, to the director, or group of directors, to whom they are addressed. With respect to other correspondence received by the Company that is addressed to one or more directors, the Board has requested that the following items not be distributed to directors, because they generally fall into the purview of management, rather than the Board: junk mail and mass mailings, product and services inquiries, resumes and other forms of job inquiries, solicitations for charitable donations, surveys, business solicitations and advertisements and product and services complaints. A summary of product and services complaints should be brought to the attention of the Board unless management reasonably believes that the complaint would not be of importance to the Board's oversight responsibilities.

o. Director Compensation

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

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

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

p. Directors who Change their Primary Employment or Cease to be Independent

If after the date these guidelines were adopted: (A) a director (i) ceases to be employed by their principal employer; (ii) commences employment with a new principal employer; or (iii) while remaining employed by the same employer, undergoes a significant change in their position or employment responsibilities; or (B) an independent director ceases to qualify as such; or (C) a nominee for director in an uncontested election for director, receiving a greater number of votes "withheld" from their election than votes "for" their election, the affected director will in each such circumstance be required to promptly tender to the Board a written resignation as director. The Nominating and Corporate Governance Committee will in due course consider the tendered resignation and recommend to the Board whether to accept or reject the resignation, and the Board will make such determination, based on a review of



whether the individual continues to satisfy the Board's membership criteria and any other matters that the Board may consider relevant to its determination. In addition, the Nominating and Corporate Governance Committee and the Board, may consider a range of alternatives in determining what action to take regarding a director's resignation, including but not limited to: (i) accepting the resignation; (ii) rejecting the resignation, including with conditions for the director's continued service; (iii) rejecting the resignation to allow the director to remain on the Board but agreeing that the director will not be nominated for re-election upon expiration of the director's term; or (iv) deferring acceptance of the resignation until the Board can find a replacement director with the necessary qualifications to fill the vacancy that accepting the resignation would create.

II. Board Meetings

a. Number of Meetings; Attendance of Directors at Board Meetings

The Board is expected to hold a minimum of four meetings per year in person or by teleconference or videoconference. Directors are expected regularly to attend meetings of the Board and the committees of which they are members, and to spend the time and effort needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Company. Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks, regulations and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which they serve. Management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business.

b. Selection of Agenda Items for Board Meetings

The Chair will establish the agenda for each Board meeting, subject to final approval by the Lead Independent Director (if designated). Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Company's long-term strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Company is facing or will face in the future during at least one Board meeting each year.

c. Board Materials Distributed in Advance

The Company will distribute appropriate written information and background materials pertaining to Board and committee meetings in advance of those meetings. A director is expected to review all distributed materials.

d. Executive Sessions

The Chair, if independent, the Lead Independent Director and the full board separately have authority to require the Board to meet in executive sessions outside the presence of management. The independent directors will meet at regularly scheduled executive sessions without management not less frequently than once per quarter. The Lead Independent Director, if any, or a director designated by the independent directors, as



applicable, will preside at the executive sessions. If a Lead Independent Director is not elected, the chairpersons of the Audit Committee of the Board, the Compensation Committee and the Nominating and Corporate Governance Committee will rotate (in that order) as the presiding director of the executive sessions. If a committee chairperson is absent at a meeting over which he or she is set to preside based on this rotation, the independent directors shall designate a presiding director at the beginning of the executive session.

III. Board Committees

a. Committees of the Board

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

b. Assignment of Committee Members

Committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. Committee assignments and designation of committee chairs will endeavor to match the director's skills and expertise with the committee's function and needs. The Board believes experience and continuity are more important than rotation. Board members and chairs should be rotated only if rotation is likely to increase committee performance.

c. Frequency of Committee Meetings

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

d. Committee Agenda

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

e. Audit Committee

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

f. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the



Compensation Committee Charter and include all of the responsibilities of a compensation committee under NASDAQ rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board. Each member of the Compensation Committee will satisfy the independence requirements of NASDAQ relating to directors.

g. Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under NASDAQ rules and such other matters as may from time to time be delegated to the Nominating and Corporate Governance Committee by the Board. Each member of the Nominating and Corporate Governance Committee will satisfy the independence requirements of NASDAQ relating to directors.

IV. Leadership Planning and Evaluation and Succession Planning

a. Succession Planning

The Board will periodically review a succession plan relating to the Chief Executive Officer and other executive officers that is developed by management. The Board may also delegate oversight of the succession plan developed by management to a committee of the Board. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO.

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

b. Assessing the Board's Performance

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