



RigNet Anti-Corruption Manual

RIGNET, INC.
ANTI-CORRUPTION MANUAL

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RIGNET INC.
U.S. AND FOREIGN ANTI-CORRUPTION POLICY AND PROCEDURES

1. Anti-Corruption Policy

It is the policy of RigNet Inc. ("RigNet" or the "Company") to conduct its worldwide operations ethically and in compliance with U.S. and applicable foreign laws. The RigNet Anti-Corruption Compliance Policy and Procedures (the "Anti-Corruption Manual") are aimed at ensuring that result. The Anti-Corruption Manual applies to all Company officers, directors, employees, agents, employees of any affiliate, subsidiary, or other entity controlled by the Company, temporary agency personnel, non-employee third parties acting on the Company's behalf, and contract-basis personnel, wherever located (collectively "Company Personnel" or "RigNet Personnel").

All Company Personnel are expected to comply with all U.S. and other applicable laws in all countries in which the Company does business, as well as maintain the highest ethical standards of business conduct. The Company will not authorize, involve itself in, or tolerate any business practice that does not comply with this Anti-Corruption Manual.

2. Purpose

The Anti-Corruption Manual sets forth the ethical standards of conduct and practices that must be followed with respect to certain kinds of activity, particularly the promising, offering, or giving of things of value, including money, entertainment, gifts, meals, charitable contributions and political contributions regulated by the U.S. Foreign Corrupt Practices Act ("FCPA"), a U.S. anti-bribery and recordkeeping law that is applicable to the Company and all Company Personnel. The FCPA and the laws of many other countries applicable to the Company's business criminalize giving things of value to public officials in order to secure an improper advantage. Under many of these laws, including the FCPA and the UK Bribery Act (the "Bribery Act"), as well as other applicable laws of non-U.S. countries, companies and individuals can be charged with a crime even if the payment was made outside of the country in which the company or individual is based. In addition, the Bribery Act will become effective in July 2011, and its provisions, which are broader in certain respects than the FCPA, may be applicable to the Company's business.

This Anti-Corruption Manual also identifies appropriate measures the Company may take when, despite the Company's best efforts as set out in this Anti-Corruption Manual, a violation of this Manual or the law occurs.

3. Scope and Applicability

The Anti-Corruption Manual covers all transactions conducted by the Company and Company Personnel anywhere in the world. Despite the international focus of this Anti-Corruption Manual, the Manual applies equally to employees who never leave the U.S. on Company business, as well as those who may be located in foreign countries. Compliance with the Anti-Corruption Manual is mandatory.

In addition to mandatory compliance by Company Personnel, we will:

- Encourage affiliated, but non-controlled, companies to conform to the practices set forth in this Anti-Corruption Manual; and

- Require independent third parties to represent RigNet in a manner that is consistent with our commitment to integrity and the principles of this Anti-Corruption Manual.

3.1 Expectations for All Company Personnel

All Company Personnel are expected to: (1) understand and comply with the Anti-Corruption Manual and applicable law in all business dealings throughout the world; (2) act with the utmost level of integrity; and (3) avoid even the appearance of impropriety. When in doubt about a particular course of conduct, consider the following questions:

- Is the conduct legal?
- Is the conduct ethical?
- Is it consistent with this Anti-Corruption Manual?
- Would it reflect positively on the Company and me personally?

Seek guidance if you are in doubt about a particular course of conduct. The Company has a variety of resources available to assist you as follows:

- Your management;
- The Company's Compliance Officer (as defined in **Section 4** below);
- The Legal Department; and
- RigNet's Compliance Hotline, which is available electronically at rignet.ethicspoint.com

3.2 Expectations for Company Managers

In addition to the expectations discussed above, all Company Personnel who supervise others are expected to promote a culture of compliance by setting ethical examples. As a member of Company management, you must:

- ensure that all Company Personnel who you supervise understand their obligations under this Anti-Corruption Manual;
- Ensure that all Company Personnel who you supervise execute and return the Compliance Certificate required of Company Personnel in this Manual within the required time frame;
- create an environment that enables and encourages Company Personnel to raise concerns;
- never request—directly or implicitly—that Company Personnel achieve business results at all costs, especially at the expense of ethical obligations under the Anti-Corruption Manual or the law;
- stop violations of the Anti-Corruption Manual and law by Company Personnel who you supervise;
- advise the Legal Department and/or the Compliance Officer of the violation; and

- respond, as appropriate, to questions and concerns related to the Anti-Corruption Manual, or refer Company Personnel to another RigNet resource including the Compliance Officer or the Legal Department.

3.3 Prohibited Conduct

- No Company Personnel, anywhere in the world, shall offer, give, pay, promise or authorize the payment or giving of any money or anything of value to any Covered Recipient (defined herein) for the purpose of obtaining or retaining business for any person, or directing business to any persons, or for securing any improper benefit.
- Actions in furtherance of any of the foregoing are also prohibited, including payments made indirectly through a third party (including agents, joint venture partners, and other third parties).

3.4 Good Faith Reporting

Company Personnel are expected to raise good faith concerns and to report all activity which may impact the Company and may be a violation of U.S. or applicable foreign laws or which may fail to comply with the Anti-Corruption Manual. All reports will be kept confidential. All reports to RigNet's Compliance Hotline may also be made anonymously, except as explained to Company Personnel in certain foreign countries that may allow confidentiality but not anonymity. There will be no retribution of any kind for reports made in good faith.

4. Key Concepts and Definitions

Company Personnel: RigNet officers, directors, employees, agents, employees of any affiliate, subsidiary, or other entity controlled by the Company, temporary agency personnel, non-employee agents acting on the Company's behalf, and contract-basis personnel, wherever located.

Company Sponsor: A RigNet employee who is responsible for the administration of the screening process for a particular Transaction Partner (defined below).

Compliance Committee: The RigNet management committee with responsibility for administration of and compliance with this Anti-Corruption Manual. The members of the Compliance Committee shall be designated by the Chief Executive Officer from time to time.

Compliance Officer: The RigNet employee with responsibility for day-to-day administration and oversight of the Anti-Corruption Manual, including responding to inquiries from Company Personnel about anti-corruption compliance.

Covered Recipient: Any (i) Foreign Official (as defined below); (ii) non-U.S. political party; (iii) official of a non-U.S. political party; (iv) candidate for foreign political office; (v) child, spouse, or other close relative of a Foreign Official; or (vi) any other person if you know or have reason to know will make, offer, or promise a Payment or Gift in violation of relevant anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act.

Facilitating Payment: A Facilitating Payment is a small payment to a Foreign Official to expedite or secure performance of a non-discretionary, routine governmental action that (i) the Foreign Official ordinarily performs, and (ii) RigNet is entitled to under the laws of that country.

U.S. Foreign Corrupt Practices Act: A U.S. law that prohibits promising, offering, or making corrupt payments to Foreign Officials (as defined below) and certain other parties for the purpose of obtaining or retaining business or otherwise gaining an unfair advantage. The FCPA also includes accounting provisions that require public companies to keep accurate financial books and records and to maintain internal controls that minimize the possibility of improper payments being made and allow for the detection of improper payments should they occur despite the Company's Anti-Corruption Manual.

Foreign Official: Any officer, agent, or employee of (i) a non-U.S. government, or department, agency, or instrumentality thereof, including wholly- or majority- state-owned or controlled enterprises; (ii) any public international organization, such as the United Nations or the World Bank; or (iii) any person acting in an official capacity for or on behalf of any such government or department, agency, instrumentality thereof, or public international organization, even if that person is not herself employed directly by the government or public international organization.

Gift: A Gift is anything promised, offered, or given, regardless of its value, including, but not limited to: (i) donations to charitable organizations owned, operated, or affiliated with, or recommended by a Foreign Official or other Covered Recipient, and (ii) the provision of hospitality and entertainment expenses, except as provided for at **Section 11** of the Anti-Corruption Manual.

Payment: A Payment is the direct or indirect giving of, offer to give, or promise to give a thing of value, whether in the form of cash, cash equivalents (*e.g.*, gift cards), commercial paper (*e.g.*, checks of any kind, promissory notes, or other paper creating or representing an obligation to transfer a thing of value, *etc.*), in-kind transfers, loans, commissions, brokerages, kickbacks, rebates, or other compensation, as well as employment opportunities, contractual rights or interests, other business advantages, political or charitable donations, meals, travel, gifts, entertainment, or anything else that could be considered a thing of value to the recipient. A Payment can be any dollar value amount (*i.e.*, there is no minimum U.S. dollar threshold).

Penalties: Employees who violate this Anti-Corruption Manual are subject to disciplinary employment action, up to and including suspension or termination. In addition to penalties for employees, the Company has the right to terminate contracts with consultants, representatives, independent contractors, or any other Transaction Partners who are unwilling or unable to represent or work with the Company in a manner consistent with this Anti-Corruption Manual.

Red Flag: A Red Flag is any indication of a possible violation, or any fact or circumstance that increases the likelihood of a violation of the Anti-Corruption Manual, the FCPA or another country's anti-corruption laws by or in any way relating to Company Personnel and/or Transaction Partners. Examples of Red Flags are provided at **Section 18** of this Anti-Corruption Manual. Red Flags are not violations but indicate that further review is necessary to determine whether a violation has occurred or whether additional steps must be taken to ensure that no violation does occur.

Routine Governmental Action: An action which is ordinarily and commonly performed by a Covered Recipient which does not involve any exercise of discretion by the Covered Recipient, including: (i) issuing permits, licenses, or other official documents to qualify a person to do business in a foreign country; (ii) processing governmental papers, such as visas and work orders; (iii) providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country; or (iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration.

Transaction Partner: A Transaction Partner is any joint venture partner, block operator, affiliate, distributor, agent, consultant, or any other third party engaged to act on RigNet's behalf in commercial matters outside

of the U.S. or with respect to transactions with Foreign Officials. Transaction Partners do not include vendors providing the Company with commodities of a modest value or routine office services.

5. The Foreign Corrupt Practices Act

5.1 Anti-Bribery Provisions

The FCPA prohibits offering, promising, making, or authorizing payments or anything of value, either directly or indirectly, to any foreign official, political party or political candidate, or employee of a public international organization to obtain or maintain business or any other improper advantage when the promise, offer, payment or gift is intended to:

- influence a desired action;
- induce an act in violation of a lawful duty;
- cause a person to refrain from acting in violation of a lawful duty;
- secure any improper advantage; or
- influence the decision of a government or government instrumentality.

The term “anything of value,” as used in the FCPA, is very broad and includes Payments and Gifts (as both terms are defined in **Section 4 (Key Concepts and Definitions)** of this Anti-Corruption Manual). Under the FCPA, there is no monetary threshold. Payments or Gifts of any amount could be considered bribes.

The term “foreign official” is also broad. Under the FCPA, a “foreign official” could be, among other things, an employee of a government agency or legislative body; an employee of a government-owned or controlled company; a candidate for political office; or an employee of a public international organization, such as the United Nations or World Bank. Therefore, this Anti-Corruption Manual applies to both Foreign Officials and other Covered Recipients (as both terms are defined in **Section 4**) of this Anti-Corruption Manual. It is your responsibility to understand whether those with whom you interact are Foreign Officials or other Covered Recipients. When in doubt, contact the Compliance Officer or the Legal Department.

In sum, Company Personnel may not offer anything to a Foreign Official or Covered Recipient in return for favorable business treatment. Company Personnel must obtain prior approval in accordance with the Anti-Corruption Manual and except as set out in this Anti-Corruption Manual before offering or providing anything of value to a Foreign Official or Covered Recipient.

5.2 Accounting Provisions

The FCPA requires public companies traded on a U.S. stock exchange to comply with all Securities and Exchange Commission (“SEC”) accounting rules. The FCPA prohibits the falsification of books and records required to be maintained by public companies and the making of any false or misleading statements or omissions of material facts to accountants or auditors in connection with the preparation of required filings.

RigNet is a publicly traded corporation, and it is, therefore, the Company's policy to require that the Company implement and maintain internal accounting controls based upon sound accounting principles. All Payments and Gifts provided in accordance with this Anti-Corruption Manual must be timely and accurately recorded in the Company's books and records. All entries must include reasonable detail so that the accounting records fairly reflect the transactions. At a minimum, all financial transactions must:

- occur only with appropriate Company authorization;
- be recorded in accordance with generally accepted accounting principles; and
- be periodically reviewed to identify and correct any accounting discrepancies, errors, and omissions.

All meals, gifts, entertainment, social and charitable contributions, and/or travel and lodging extended by Company Personnel to Foreign Officials and other Covered Recipients must be properly recorded in RigNet's books and records according to the Anti-Corruption Manual, and include the following details:

- the names and positions of the Covered Recipient(s);
- the name(s) and position(s) of the Company Personnel involved;
- a description of the Payment or Gift;
- the value of the Payment or Gift; and
- a description of the Company's products or services being promoted, demonstrated, or explained, or the contractual provision pursuant to which the Payment or Gift is being provided.

RigNet will not tolerate false, misleading, or inaccurate entries in the Company's books and records. Company Personnel who falsify RigNet's accounting records will be subject to disciplinary action, up to and including termination.

6. The UK Bribery Act 2010

The UK Bribery Act 2010 (the "Bribery Act") may also be applicable to the Company and Company Personnel. The Bribery Act prohibitions apply not only to Foreign Officials, but also apply more broadly to any person, whether a Foreign Official or otherwise. The Bribery Act went into effect on July 1, 2011, and among other things, prohibits directly or indirectly offering, promising or giving a financial or other advantage to another person intending that person to improperly perform a function or activity or knowing or believing that acceptance itself constitutes the improper performance of a function or activity. When the intended recipient is a Foreign Official, action will be considered to violate the Bribery Act if a person or entity directly or indirectly offers, promises or gives a financial or other advantage in order to obtain or retain business or gain a business advantage. The intent can be to influence the Foreign Official to either omit to exercise a function or to use their influence either within or outside the scope of their official capacity. The Bribery Act also imposes liability on the recipient of a bribe. Unlike the FCPA, Facilitating Payments are not permitted under the Bribery Act by those within the jurisdiction of the Bribery Act. The Company discourages Facilitating Payments even in countries in which they may be legal and **requires**

written pre-approval by the Compliance Officer for any Facilitating Payments in order to ensure that any Facilitating Payment being considered is absolutely necessary and does not violate any applicable law.

7. Other Non-U.S. Anti-Corruption laws

Other non-U.S. countries' laws may also prohibit making Payments, Gifts, or Facilitating Payments to Foreign Officials or Covered Recipients. These countries include but are not limited to: Singapore, Norway, Brazil, and Qatar. Company Personnel should contact the Compliance Officer prior to making any Payment or Gift to a Foreign Official or other Covered Recipient to determine if another country's laws apply.

8. Potentially Permissible Payments

The FCPA includes a very narrow exception which allows companies to make small Payments to Foreign Officials in order to expedite or facilitate a Foreign Official's performance of a non-discretionary, "routine governmental action," such as processing government paperwork or providing telephone or mail service. These types of Payments are known as Facilitating Payments. Not only is the FCPA's exception for Facilitating Payments extremely limited, Facilitating Payments may be illegal under applicable local law, and, as stated above, are illegal under the Bribery Act. **The Company, therefore, discourages the use of Facilitating Payments and such payments may not be made without the express, written approval of the Compliance Officer.** (*see* Section 14).

In addition, the FCPA contains two affirmative defenses. Under the FCPA, Payments that are expressly lawful under the **written** laws and regulations of the Foreign Official's country may be allowable. Reasonable and bona fide expenditures made to or on behalf of Foreign Officials or other Covered Recipients that are directly related to either (1) the promotion, demonstration, or explanation of goods or services or (2) a contractual obligation may be allowable under the FCPA. However, the affirmative defenses are very limited. Company Personnel may **never** entertain or give anything of value to a Foreign Official or Covered Recipient for an improper purpose or under circumstances that even create the appearance of impropriety—no matter how small the value of the Payment or Gift. Accordingly, Company Personnel must strictly adhere to the Anti-Corruption Manual when providing any Payment or Gift to a Foreign Official or Covered Recipient, as further set out below.

Company Personnel must obtain approval in accordance with the Anti-Corruption Manual before making any Payment to a Foreign Official or other Covered Recipient, and must ensure that all Payments made are accurately recorded in the Company's books and records.

9. Responsibility for Third Parties

RigNet may be liable for Payments made by third parties or Transaction Partners (*e.g.*, agents, block operators, consultants, distributors, or subcontractors) to Foreign Officials or other Covered Recipients. Company Personnel may not provide Payments or Gifts to Foreign Officials or Covered Recipients indirectly through third parties. Company Personnel must conduct due diligence on all third parties or Transaction Partners prior to engaging them, in accordance with this Anti-Corruption Manual. The procedures for due diligence on Transaction Partners are at **Section 16** and **Appendix A**. Company Personnel may not engage a third party or Transaction Partner if there is any reason to suspect that the third party or Transaction Partner may attempt to make a Payment to a Foreign Official or other Covered Recipient. All Transaction Partners engaged by RigNet must first agree to abide by the Anti-Corruption Manual.

10. Penalties

Individuals who violate the FCPA's anti-bribery provisions may be subject to criminal liability. Violations are punishable by a fine of up to U.S.\$250,000 per violation, imprisonment for up to five years per violation, or both. Violations of the FCPA's books and records provisions are also subject to criminal liability and are punishable by a fine of up to U.S.\$5 million, imprisonment for up to twenty years, or both. From 2009 through 2010 alone, more than fifty (50) individuals were either indicted or pleaded guilty as a result of alleged FCPA violations. Civil penalties also may be assessed. An individual's violations may also subject the Company to significant fines and other penalties. The U.S. Government has imposed multi-million dollar fines on companies for violating the FCPA and that is expected to continue. Other countries may impose additional penalties on companies for violating their anti-corruption laws.

RigNet may impose additional Penalties (as that term is defined in **Section 4** of this Anti-Corruption Manual) on any individual who violates the FCPA, this Anti-Corruption Manual, or other applicable anti-corruption laws, up to and including termination.

11. Ethical Business Standards: Best Practices

11.1 Restrictions on Meals, Gifts, and Entertainment

Company Personnel must obey the laws of the United States and other countries that relate to matters covered by the Anti-Corruption Manual at all times. Company Personnel must conduct RigNet's business ethically and carefully to minimize the risk of inadvertent breaches of applicable laws, avoid even the appearance of impropriety, and preserve and promote RigNet's reputation. In addition, certain compliance best practices should be followed.

Business courtesies, such as meals, gifts, and entertainment, should never be offered to a Foreign Official or other Covered Recipient under circumstances that might reasonably be viewed as creating the appearance of impropriety. Unless otherwise approved, such courtesies should not exceed the equivalent of U.S. \$200 per event, per person, and courtesies should not be extended to the same recipient more than four (4) times a year. In addition, all such courtesies should be directly related to business discussions regarding the demonstration, promotion, or explanation of the Company's goods or services, or directly related to a contractual obligation involving the Company's goods or services. No Payment should be made for business courtesies if the Payment is unlawful under U.S. or other applicable laws or is inconsistent with any relevant contractual language. Company Personnel shall not use their own funds (*i.e.*, ones for which they will not seek reimbursement from the Company) to provide business courtesies. Company Personnel should

contact the Compliance Officer or Legal Department if there is any question about whether the business courtesy is permissible under the host country's law or by the recipient's employer. Company Personnel should also consult the RigNet Guidelines on Entertaining Foreign Government Customers before making any Payment or Gift or offer or promise of any Payment or Gift to a Foreign Official.

These procedures do not apply to payments to Company Personnel or to other third parties who are not Covered Recipients.

11.1.1 Restrictions on Meals

Provided the legitimate business purpose requirement set out above is met and the Payment is otherwise permissible under the written laws of the country in which it is to be made, Company Personnel may provide certain business meals to Foreign Officials or Covered Recipients without written pre-approval. Such business meals must be valued at no more than the equivalent of U.S. \$200 per person and may not be provided to the same Foreign Official or Covered Recipient more than four (4) times per year. All meals provided to a Foreign Official or Covered Recipient, regardless of value, must be clearly and accurately reflected in expense reports, as well as in the Company's books and records.

Company Personnel must obtain prior approval from the Compliance Officer or Legal Department for business meals having a value greater than the equivalent of U.S. \$200 per person and/or exceeding the frequency requirement (*i.e.*, no more than four (4) times to the same Foreign Official or Covered Recipient per year). Only in extraordinary, rare circumstances may after-the-fact approval be sought from the Compliance Officer or Legal Department. Only if determined appropriate by the Compliance Officer or Legal Department, such approval may be given with proper explanation and documentation. However, Company Personnel take the risk that approval may be denied and that Penalties for violating this Anti-Corruption will be imposed.

11.1.2 Restrictions on Gifts

In limited circumstances, Company Personnel may give gifts. The gift must be small and must be connected to the promotion of the Company's products or services, connected to meeting a contractual obligation (such as a training session), or be a small token gift consistent with local custom. All gifts must be provided pursuant to this Anti-Corruption Manual. All gifts must be clearly and accurately reflected in expense reports, as well as in the Company's books and records.

Under this Anti-Corruption Manual, Company Personnel are permitted to give Company-branded items and other modest gift items with a value less than the equivalent of U.S. \$200 (*e.g.*, Company-branded hats, paper weights, USB devices, and other similar, inexpensive Company-branded items) without pre-approval in the normal course of business, so long as they are provided to the same person no more than four (4) times per year. Other than giving such inexpensive items in reasonably limited quantity and frequency as set out above, it is impermissible to provide gifts unless Company Personnel shall have first:

- determined that the proposed gift is permitted under applicable Company policies and procedures;

- submitted a written request to the Compliance Officer or Legal Department seeking permission to make the gift; and
- received written approval from the Compliance Officer or Legal Department. Approval will only be provided after it is determined that the gift is permissible under applicable laws and regulations.

Gifts to Foreign Officials or other Covered Recipients will only be approved where:

- the gift is made as a courtesy or token of regard or esteem, or in return for hospitality and the cost of the item is reasonable and is in line with local customs, such as giving moderately priced mooncakes on Chinese New Year or moderately-valued gift hampers at holidays;
- the gift bears the Company's name or logo and/or is of nominal value;
- the ceremonial value of the item exceeds its intrinsic value;
- the gift is given openly rather than secretly; and
- the gift is properly recorded on the Company's books and records.

11.1.3 Restrictions on Entertainment

In many countries, it is illegal to provide entertainment for Foreign Officials and other Covered Recipients. In general, the payment of entertainment expenses on behalf of Foreign Officials and other Covered Recipients will be permitted only if:

- The Payment is not prohibited under the written laws of the country in which the Payment will be made.
- The amount of the expenditure is reasonable, and not lavish or excessive. A good measure of reasonableness is the balance between the business purpose for which Payments are made and the entertainment and leisure activities provided. (For example, a half-day meeting does not justify three days of golf in a lavish setting).
- The expenditure has a legitimate business purpose. An entertainment expenditure must be connected to the promotion of the Company's products or services or fulfilling a contractual obligation, and, unless prior approval from the Compliance Officer or Legal Department submitted and received in the manner set out in Paragraph 11.1.2. is obtained, must not have value greater than the equivalent of U.S. \$200 per person and must not be extended to the same person more than four (4) times per year.

11.2 Travel and Lodging

11.2.1 Pre-Approval Required

The Company may make Payments for Foreign Officials' or other Covered Recipients' travel and/or lodging provided the legitimate business purpose requirement is met and the Payment is otherwise permissible under the written laws of the country in which it is to be made. The Compliance Officer's or Legal Department's written pre-approval is required before any travel and/or lodging may be provided to a Foreign Official or other Covered Recipient. Company Personnel must submit requests for travel and/or lodging not less than five (5) business days prior to the date on which the travel is to commence.

11.2.2 Reasonable and Bona Fide

All travel and lodging expenses must be reasonable and bona fide expenses that are directly related to the demonstration, promotion, or explanation of the Company's facilities, goods, or services or for the execution or performance of a Company contract.

Reasonable and bona fide travel and/or lodging expenses are limited to expenses for a direct itinerary from the Foreign Official's or Covered Recipient's point of origin to the location of the Company facility, training location, etc. The Company shall not pay for side trips (*e.g.*, a weekend trip to Disneyland or other tourist attraction), unless the side trips themselves are for a legitimate business purpose. Moreover, under no circumstances shall the Company provide travel and lodging for the spouse, child, close family member, or other companion of a Foreign Official or other Covered Recipient.

11.2.3 Other Requirements and Restrictions

As with all business courtesies, Company Personnel shall not use their own funds (*i.e.*, ones for which they will not seek reimbursement from the Company) to provide travel or lodging (including upgrades) for Foreign Officials, Covered Recipients, or their spouses, children, family members, or other companions.

If the Compliance Officer or Legal Department approves the travel and/or lodging (and associated business courtesies), appropriate Company Personnel must send the Foreign Official's or Covered Recipient's employer a letter setting forth the business purpose and financial arrangements for the trip. Company Personnel must send a copy of the letter to the Compliance Officer or Legal Department.

11.2.4 Specific Restrictions

- Selection of Invitee: Company Personnel should not extend any travel invitation to a Foreign Official or any other Covered Recipient unless he or she has requested that the relevant government entity by whom the Foreign Official is employed or otherwise associated—rather than the Company—select the officials who will be provided the travel and lodging.
- Class of Travel and/or Lodging: All travel and lodging provided by the Company must be reasonable. The Foreign Official or Covered Recipient must provide the Company

with written support from his or her employer for anything other than economy class travel and/or accommodations of more than a modest value.

- Business Courtesies Provided in Conjunction with Travel and/or Lodging: All business courtesies provided in connection with travel and/or lodging must separately comply with the requirements above regarding Business Courtesies. However, any such business courtesy shall require the written, pre-approval of the Compliance Officer or Legal Department, regardless of its value.
- Per Diems: Per diem payments or cash distributions for recipients to pay for their expenses are not permitted.
- Payments for Expenses: The Foreign Official's or Covered Recipient's expenses must be paid directly by the Company to the provider and not to the Foreign Official or Covered Recipient (not even as reimbursement).

11.3 Recordkeeping

All Company Personnel are required to accurately account for expenditures to or on behalf of Foreign Officials, or to any other recipient (including a Covered Recipient), with sufficient detail in the Company's books and records. Expense reimbursements must be supported by appropriate receipts or other documentation reflecting the nature of the expense reimbursed.

All records, reports, and documents related to steps taken by Company Personnel to obtain approval for business courtesies to Foreign Officials and other Covered Recipients, as well as approvals and any other documents prepared by the Company or Company Personnel in such matters, should be maintained by the Legal Department and in accordance with the Company's existing record retention policies.

12. Training, Social Responsibility Programs, and Charitable Contributions

12.1 Generally

In some of the countries in which the Company does or may do business, the Company or its affiliate may be required under its contract with the government to expend a certain amount (usually annually) on training of local personnel and/or social or community responsibility programs. The government often requests that the Company donate gifts in cash or in kind to various charitable or non-profit organizations in countries in which it does business. In all cases described above and in the case of all other charitable contributions, the Company must ensure that any such expenditure for a training, community, or social program, or charitable contribution does not violate the FCPA, this Manual, and local law. Therefore, it is the Company's policy that such requests must be reviewed and approved in writing by the Compliance Officer or Legal Department before such payment may be made.

If a new Transaction Partner is involved in assisting in the expenditure, that Transaction Partner must undergo the same level of due diligence scrutiny as would any other Transaction Partner to the Company, in accordance with the **Due Diligence Section at Section 16** and **Appendix A** of this Manual.

12.2 Training

Regarding requests for training from a foreign governmental entity, whether it be to attend a course, complete a secondment in the Company's office, or for any other type of training, prior approval must be obtained from the Compliance Officer or Legal Department. The following documents must be attached to the request:

- written request from the government entity for the training;
- name(s) and title(s) of the individual(s) to be trained;
- copy of the pertinent part of the contract with such governmental entity requiring training, if applicable;
- accurate estimate of the training costs, including fees (if any) to the third-party entity performing the training, travel expenses, accommodations, and other related expenses; and
- any other relevant information or as requested by the Compliance Officer or the Legal Department.

12.3 Social Programs and Charitable Contributions

Company Personnel shall not use RigNet funds to make charitable contributions, whether in the form of money or any other thing of value, at the request or for the benefit of Foreign Officials or other Covered Recipients, without the Compliance Officer's or Legal Department's prior approval.

To ensure FCPA compliance and compliance with local law and any other applicable laws, due diligence must be conducted on the intended recipient of a contribution. In addition to due diligence (as discussed in **Section 16** and **Appendix A**) the written opinion of the Company's legal counsel in the affected country regarding the legality of a charitable contribution under local law and the *bona fides* (if such can be subject of an opinion) of the intended charitable recipient may be required by the Compliance Officer or Legal Department before approval of any charitable contribution. The Compliance Officer or Legal Department should make the determination as to whether a written opinion should be sought under the circumstances. Company Personnel shall not use RigNet funds to make charitable contributions, whether in the form of money or any other thing of value, without the Compliance Officer's or Legal Department's prior written approval. Company Personnel shall not use personal funds to make any charitable contribution in connection with Company business.

13. Political Contributions

Company Personnel must obtain the Compliance Officer's or Legal Department's prior written approval before making any political contribution with Company funds. Additionally, Company Personnel are strictly forbidden from using their personal funds to make a political contribution that is connected in any way or is intended to be connected in any way to Company business. Doing so is grounds for possible disciplinary action, including but not limited to termination.

14. Limitations on Facilitating Payments

14.1 Generally

As explained above, under the FCPA, Facilitating Payments are permitted, but the Company specifically discourages Company Personnel from making such payments. Additionally, also as explained above, Facilitating Payments are prohibited under the Bribery Act and thus are strictly prohibited under this Anti-Corruption Manual for all business activities that come within the jurisdiction of the Bribery Act. Thus, Company Personnel shall not make Facilitating Payments without submitting a completed Request Form to the Compliance Officer or appropriate attorney in the RigNet Legal Department and obtaining prior authorization from the Compliance Officer or Legal Department.

Under this Anti-Corruption Manual, with pre-approval Facilitating Payments are only permitted in countries where they are both customary and given to low-level officials or employees of the government. In most countries, Facilitating Payments are illegal. The U.S. Government has made clear that Facilitating Payments should be small payments related to basic ministerial acts where the Foreign Official performing the act has no discretion and the act has no bearing on the award or retention of business. For purposes of this Anti-Corruption Manual, Facilitating Payments:

- never include Payments made to assist in obtaining or retaining business or to secure an improper benefit;
- may only be made—as summarized below—with prior approval from the Compliance Officer or Legal Department;
- and must be fairly and accurately described and recorded in the Company's books and records.

All records, reports, and documents related to permitted Facilitating Payments, as well as approvals and any other documents prepared by the Company in such matters, must be maintained in accordance with the Company's record retention policies.

14.2 Approval Process

To obtain approval to make a Facilitating Payment, Company Personnel must submit the following information to the Compliance Officer or Legal Department:

- the name, title, and other identifying information for the recipient(s) of the proposed payment;
- a description of the proposed payment, including the amount or value of the proposed payment;
- the purpose of the proposed payment;
- a description of how the proposed payment constitutes a Facilitating Payment; and
- any other information that might be relevant to considering whether or not the proposed Payment should be authorized.

The determination of whether such payment may be made rests with the Compliance Officer.

15. Payments made in Extraordinary Circumstances

The Company recognizes that Company Personnel operating outside of the U.S. might at times confront situations in which seemingly non-routine payments are demanded, without advance notice or disclosure, by Foreign Officials, Covered Recipients, quasi-government officials or persons claiming to exercise official authority. The Company recognizes that Payments may be necessary in some circumstances (“Extraordinary Circumstances”). The Company allows Payments in Extraordinary Circumstances without prior approval. The Company considers Extraordinary Payments to be **only those** in which health or physical harm, including unreasonable detention against an individual’s will, appears imminent, or where Company Personnel believe they or others may be in imminent danger if payment is not made. Some examples of situations in which Extraordinary Circumstances may be encountered are the following:

- You are stopped by police, military or paramilitary personnel, or militia (uniformed or not) at designated or other checkpoints or other places and Payment is demanded as a condition of passage of persons or property;
- You are stopped at the airport by customs or passport control personnel or military personnel (uniformed or not) when attempting to exit the country and Payment is demanded for exit of persons or property; or
- You are asked for Payment by persons claiming to be security personnel, immigration control, or health inspectors to avoid an allegedly required inoculation or other similar procedure.
- When an Extraordinary Circumstance Payment has been made, as soon as possible after the danger has passed and no later than thirty-six (36) hours from the time the Payment was made, the Payment and circumstances **must** be reported to the Compliance Officer or Legal Department. In all such cases, the Payment must be recorded appropriately in the Company’s books and records.

16. Due Diligence on Transaction Partners

Before engaging any Transaction Partner (defined above in **Section 4**), Company Personnel shall conduct the appropriate level of due diligence to evaluate potential compliance risks to ensure that RigNet only enters business relationships with reputable, qualified individuals and firms. Before retaining or conducting any activity with any Transaction Partner (including any Transaction Partner in connection with a Company investment or block participation), Company Personnel must follow the due diligence steps in RigNet’s Third Party Vetting Procedures.

17. Payments to Transaction Partners

Unless specifically authorized by this Anti-Corruption Manual or the Compliance Officer or Legal Department, no Payment to any Transaction Partner shall be made or delivered:

- in cash (other than documented petty cash disbursements), without the prior written approval of the Compliance Officer;
- with corporate checks payable to “cash,” “bearer,” or third-party designees of the party entitled to payment; or
- to an individual, entity, or account outside the recipient’s country of residency.

Company Personnel will ensure that accounting records (including expense reports) contain sufficient detail so that the purpose of the payment is clear and the transaction is accurately recorded.

Contract language. The Company must execute a written contract with all Transaction Partners, services or goods providers (including third-party agents), or other representatives with the exception of vendors providing the Company with commodities of a modest value or routine office services. The contract must include provisions as provided by the Compliance Officer or Legal Department indicating that the Transaction Partner or provider will comply with the FCPA, other applicable anti-corruption laws, local laws, and will agree to other anti-corruption compliance obligations. With only the limited exceptions noted in this paragraph, no Transaction Partner shall act on the Company’s behalf until a written agreement reviewed and approved by the Compliance Officer or Legal Department is in place with that Transaction Partner.

18. Spot and Review Red Flags

If you obtain information that leads you to believe that a possible violation of the Anti-Corruption Manual, the FCPA, or another country’s anti-corruption laws by or in any way relating to Company Personnel and/or Transaction Partners may occur or has occurred (such information referred to as Red Flags), you must notify the Compliance Officer or Legal Department or report to the Compliance Hotline which is available electronically at hotline@rig.net or by calling the following telephone number: **+1.281.674.0708**. Below are samples of some instances that would be considered Red Flags, although the list below is not all-inclusive:

- a request for payment in advance or prior to an award of a concession, contract or other business;
- a request for large contingency or “success” fees;
- a request for reimbursement of extraordinary, poorly-documented, or last minute expenses;
- a request for payment in cash, to a numbered account, or to an account in the name of a different person;
- a request for payment in a different country, especially if it is a country with little banking transparency;

- the Transaction Partner has a family member in a government position, or is a Covered Recipient, particularly if the family member is or could be in a position to direct business to the Company;
- a refusal by any Transaction Partner to disclose its owners, partners, or principals, where such owners, partners or principals, individually or as a block, hold a controlling interest in the third party or otherwise have the ability in fact to exercise control over the management, operation or policy of the third party;
- the use of a shell or holding company that obscures ownership without a credible explanation;
- the Transaction Partner's business seems understaffed, ill-equipped, inexperienced, inconveniently located, or otherwise not capable of undertaking its proposed relationship with the Company;
- the Transaction Partner is insolvent or has significant financial difficulties that would reasonably be expected to impact the venture;
- the Transaction Partner displays ignorance of or indifference to local laws and regulations;
- a business or banking reference of the Transaction Partner unreasonably refuses to answer questions, or provides problematic answers; or
- the Transaction Partner is the subject of credible rumors or media reports impacting upon the Transaction Partner's ethics.

If any information causes you to believe that a violation may occur or has occurred, you must advise the Company immediately of such information through the Legal Department or the Compliance Hotline.

19. Personnel Responsibilities

Company Personnel are expected to watch for Red Flags and promptly report any concerns about Red Flags or possible violations of the Anti-Corruption Manual to the Compliance Officer, the Legal Department, or the Compliance Hotline which is available electronically at rignet.ethicspoint.com or by calling the following telephone number: **+1.281.674.0708**. All telephone calls and online reports to the Compliance Hotline are reported to the Compliance Officer and the Legal Department. You may report concerns to the Compliance Hotline anonymously at the following telephone number: **+1.866.290.3630**, except as explained to Company Personnel in certain foreign countries that may allow confidentiality but not anonymity. The Company will take reasonable precautions to maintain the confidentiality of your identity. RigNet takes all reports of potential misconduct seriously. It will promptly investigate all reports to determine whether a violation of the Anti-Corruption Manual or the law has occurred, and will take necessary remedial action. If you are asked to participate in an investigation, cooperate fully and answer all questions honestly. An employee's honest report or fact of participating in an investigation will not be the basis for any adverse employment action.

Additionally, Company Personnel are expected to meet the following obligations:

- Attend training sessions relating to the Anti-Corruption Manual, and the application of the FCPA.
- Take the necessary steps to make sure any party acting on RigNet's behalf understands the principles and importance to RigNet of the RigNet Code of Conduct and this Anti-Corruption Manual.
- Maintain timely, accurate, and complete records of all expenditures of RigNet funds.
- Understand and respect the policies of other companies and government agencies with which the Company does business.
- Certify when requested that you have read this Anti-Corruption Manual and have complied with its provisions.
- Failure to comply with this Anti-Corruption Manual may be grounds for disciplinary action, up to and including termination.

20. Procedure: Monitoring Compliance

The Company may periodically conduct internal or external audits or other reviews of the Policy and these Procedures to determine whether they are effectively reducing the risk of FCPA violations and detecting potential violations when they occur. The Compliance Officer, with advice from the Legal Department, Company management, external auditors, and/or outside legal counsel, will determine if internal or external audits are necessary, and will be responsible for the scope and oversight of such audits.

The Company requires all Company Personnel and Transaction Partners to certify their compliance with the Anti-Corruption Manual and the FCPA at periodic intervals determined by the Compliance Officer. The compliance certificate for Company Personnel is attached as **Appendix B**.

Other steps as appropriate may be taken to review the Company's compliance with the FCPA and other applicable laws. Particular steps the Company may authorize or undertake include the following:

- random reviews of the Company's (and affiliates') books and records related to transactions with Foreign Officials or other Covered Recipients under the FCPA;
- the provision of updated training and administration of FCPA compliance evaluations to Company Personnel responsible for FCPA compliance; and
- interviews with Company Personnel responsible for relationships with any Transaction Partners that act on the Company's behalf.

All audit and review reports and findings will be maintained by the Compliance Officer for at least five (5) years from the date the audit or review is completed. Audit and review reports and other materials will be presented to Company management and the RigNet Board of Directors. On the basis of that review:

- Responsibility will be delegated to appropriate Company Personnel to take prompt steps to implement any further audit recommendations as necessary.
- Appropriate steps will be taken to address compliance issues revealed through the audit or review.
- The performance of any Company Personnel involved in FCPA compliance matters will be assessed. Based on that assessment, Company management may take appropriate steps—including rewarding or penalizing certain personnel—to address individuals’ job performance with respect to compliance, as well as individuals’ overall commitment to compliance.
- Company management will monitor the implementation of changes made pursuant to the audit findings and reports, including making changes to the Company’s audit procedures based on recommendations and other findings from the audit.

21. Recordkeeping and documentation requirements

In accordance with this Anti-Corruption Manual, all records related to FCPA compliance should be maintained for at least five (5) years, including the following:

Records of Due Diligence should include:

- Copies of all materials related to FCPA compliance training;
- Copies of all materials related to FCPA compliance audits;
- Completed due diligence screening forms;
- Attached or supplemental information provided with due diligence screening forms; statements certifying FCPA compliance;
- Statements certifying FCPA compliance.
- Records of completed requests for authorizations for each proposed Payment or Gift.
- Records of audit reports.
- All other records, reports and documents related to steps taken by the Compliance Officer and Legal Department to administer or review RigNet’s FCPA compliance program.

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If any questions or concerns about the Anti-Corruption Manual arise, Company Personnel should contact their supervisor, the Company Compliance Officer or the Company Legal Department. The Compliance Hotline is: rignet.ethicspoint.com

APPENDIX A: ANTI-CORRUPTION COMPLIANCE CERTIFICATION

I, _____, certify that, except as detailed below or previously reported to the Compliance Officer, the Legal Department and/or the Compliance Hotline, I have read, understand, and will comply with RigNet Inc.'s Anti-Corruption Compliance Policy and Procedures (the "Anti-Corruption Manual"). Should I obtain information about a known or suspected violation of the Anti-Corruption Manual, the FCPA, or another country's anti-corruption laws which is applicable to the Company or the Company's business by any Company Personnel or Transaction Partner, I will report such a violation as directed in the Anti-Corruption Manual.

Signature: _____

Printed Name: _____

Title: _____

Date: _____

Below are all instances of which I am aware, if any, of actual or suspected violations of the Policy, Procedures, the FCPA, or another country's anti-corruption laws:
