



## Disclosure Committee Charter

This Disclosure Committee Charter (the "Charter") has been adopted by the Board of Directors of RigNet, Inc. (the "Company") to assist the Chief Executive Officer and Chief Financial Officer (the "Senior Officers"). The Disclosure Committee (the "Committee") shall review and reassess this Charter annually and recommend any proposed changes to the Senior Officers for approval.

### I. Purpose

It is the Company's policy that all disclosures made by the Company to its security holders or the investment community should be accurate and complete and fairly present the Company's financial condition and results of operations in all material respects, and should be made on a timely basis as required by applicable laws and stock exchange requirements.

The Committee shall assist the Senior Officers in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company by being responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Design and establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that (1) information required by the Company to be disclosed to the Securities and Exchange Commission ("SEC") and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis and (2) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure ("Disclosure Controls").
- Monitor the integrity and effectiveness of the Company's Disclosure Controls.
- Receive information from throughout the Company that may be material and determine the need for and timing of disclosure. The Committee should serve as a central point in which material information should be directed and a resource when people have questions regarding materiality and the need for disclosure.
- Review and supervise the preparation of the Company's (i) periodic and current reports, proxy statements, information statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about material acquisitions or dispositions or other information material to the Company's security holders, (iii) correspondence broadly disseminated to shareholders, (iv) all presentations to analysts and the investment community, (v) presentations to rating agencies and lenders, and (vi) financial information displayed on the Company's investor relations website (collectively, the "Disclosure Statements").
- Evaluate the effectiveness of the Company's Disclosure Controls within 90 days prior to the filing of the Company's Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "periodic reports").
- Discuss with the Senior Officers all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- Provide a certification to the Senior Officers prior to the filing with the SEC of each periodic report as to (i) the Committee's compliance with its policies and procedures and proper performance of the responsibilities that have been assigned to it and (ii) the Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel, including the internal auditors.

### II. Organization

The membership of the Committee shall initially consist of 8 members including at a minimum the CEO, CFO and VP General Counsel. Such members may be replaced, or new members added, at any time and from time to time by the Senior Officers. Notwithstanding the foregoing, the Senior Officers at their option may at any time assume any or all of the responsibilities of the Disclosure Committee identified in this Charter, including, for example, approving Disclosure Statements when time does not permit the full Committee to meet.

The Committee may designate two or more officers, at least one of whom shall be an attorney knowledgeable about SEC rules and regulations with respect to disclosure and at least one of whom shall be knowledgeable about financial reporting, who can,

acting together, approve Disclosure Statements (other than periodic reports) when time does not permit the full Committee to meet.

One member of the Committee shall be appointed by the Senior Officers as chair. The chair shall be responsible for scheduling and presiding over meetings and preparing agendas. Any question of interpretation of this charter or the Committee's procedures shall be determined by any Senior Officer or, in their absence from any meeting, the chair.

From time to time, the Committee shall meet with the Senior Officers and submit for their approval Disclosure Controls, including policies and procedures of this Committee, as well as policies and procedures to test the effectiveness of the Disclosure Controls.

The Committee shall meet as frequently as circumstances dictate to (i) ensure the accuracy and completeness of the Disclosure Statements and (ii) evaluate the Disclosure Controls and determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company's upcoming periodic reports or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company's organization and business lines and any change in economic or industry conditions.

### **III. Other Responsibilities**

The Committee shall also have such other responsibilities as the Senior Officers may assign to it from time to time.

#### **Disclosure Committee Procedures**

##### **1. Convene Disclosure Committee**

- a. Educate members on committee purpose and functions, as set out in charter.
- b. Assure that the following functions are performed; one or more functions may be performed by any individual:
  1. *Secretarial Functions* – retain records and assure distribution to members and senior management
  2. *Review of Analyst Reports and Competitor Filings* – determine whether these documents indicate the need for further disclosure
  3. *Perform "Rule Check"* – utilize outside counsel and auditors to check every periodic report to verify that report complies as to form with the technical requirements of the securities laws
- c. Establish and communicate timeline for completing committee functions.
- d. Perform committee functions.

##### **2. First Function: Identify and Consider Disclosure Issues For Upcoming SEC Filings**

- a. Review the following documents for material information:
  1. Detailed financial statements for the period;
  2. Any recent board and audit and compensation committee minutes;
  3. Summaries of material litigation;
  4. Updates on material transactions, major executive compensation issues or transactions with affiliates;
  5. Material correspondence to shareholders, if any;
  6. Rating agencies' and lenders' presentations, if any;
  7. Recent industry data and analyst reports; and
  8. Public disclosures and periodic reports by competitors for recent and prior year periods.
- b. Review draft of upcoming SEC filing.
- c. Determine whether CEO or CFO should review any information contained in above-mentioned documents in conjunction with review of draft upcoming SEC filing.

##### **3. Second Function: Evaluate Controls and Procedures**

- a. Evaluate the effectiveness of current controls and procedures:
  1. Are they being followed by all involved parties?
  2. Do involved parties understand the purpose and principles behind the controls and procedures?
  3. Do they ensure that all information required to be disclosed in Exchange Act reports is recorded, processed, summarized, and reported, within the specified time periods?
  4. Do they ensure that the above-mentioned information is accumulated and communicated to the issuer's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure?
- b. Create and document any new procedures needed to fill gaps in the disclosure process identified from the evaluation and so inform CEO and CFO.

##### **4. Third Function: Certifications**

- a. Individual Committee members submit to CEO and CFO backup certifications as appropriate.
- b. Obtain and submit to CEO and CFO backup certifications from additional personnel as appropriate.
- c. Advise CEO and CFO of appropriateness of signing certifications required to be included in periodic reports.

5. **Representative of the Disclosure Committee will report committee activities prior to filing with the SEC.**

**Disclosure Committee Certificate**

The undersigned, being all of the members of the Disclosure Committee of RigNet, Inc. (the "Company"), hereby certify that:

1. We have reviewed the Company's [specify covered report(s)] on Form [ ] [for the period ending] [dated] \_\_\_\_\_, 20\_\_ (the "**Covered Report**"), in accordance with the procedures set forth in the Company's Disclosure Committee Charter. As part of our review we have participated in conferences with officers, employees, legal counsel, and other representatives of the Company and with representatives of the Company's independent auditors, regarding the disclosures made in the Covered Report.
2. Based on our knowledge, the Covered Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the Covered Report.
3. Based on our knowledge, the financial statements, and other financial information included in the Covered Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Covered Report.
4. We have evaluated the effectiveness of the Company's disclosure controls and procedures as of a date within 90 days prior to the filing date of the Covered Report, as required by and in accordance with the procedures set forth in the Company's Disclosure Committee Charter. We have concluded that the Company's disclosure controls and procedures are effectively designed to ensure that material information relating to the Company and its consolidated subsidiaries is communicated to the Disclosure Committee and the Company's Chief Executive Officer(s) and Chief Financial Officer(s) (the "**Certifying Officers**") in an appropriate manner to enable them to make timely and accurate disclosure decisions.
5. We acknowledge that the Certifying Officers will rely on this Disclosure Committee Certificate in connection with their certification to the SEC as required by Section 302 of the Sarbanes Oxley Act and the rules and regulations thereunder.

IN WITNESS WHEREOF, each of the undersigned has executed this Disclosure Committee Certificate this \_\_ day of \_\_\_\_\_, 20\_\_.

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_

Name: \_\_\_\_\_ Name: \_\_\_\_\_