



## **Policy Governing Independent Auditor Services revised Jan 17, 2011**

### **I. Purpose**

The purpose of this policy is to designate the types of services that may be provided to RigNet, Inc. (the "Company") by the independent auditors retained by the Company each year to audit the Company's financial statements, the preapproval process for retaining the independent auditors to provide such services and the public disclosure of such services.

### **II. Prohibited Services**

- A. The Company shall not retain its independent auditors to provide the following services:
1. Financial information systems design and implementation services and information technology systems consultation.
  2. Internal audit services, including internal control services.
- B. In addition to the services addressed in Section A, the Company shall not retain its independent auditors to provide services that are prohibited by Section 2-01(c)(4) of Regulation S-X, or by Section 10A(g) of the Securities Exchange Act of 1934. The following list summarizes these services (subject to the terms of Section 2-01(c)(4) of Regulation S-X and Section 10A(g) of the Securities Exchange Act of 1934).
1. Bookkeeping or other services related to the Company's accounting records or financial statements.
  2. Appraisal or valuation services, fairness opinions, or contribution-in-kind reports.
  3. Actuarial services.
  4. Management functions.
  5. Services related to human resources.
  6. Broker-dealer, investment adviser, or investment banking services.
  7. Legal services and expert services unrelated to the audit.
  8. Any other service that has not been preapproved in accordance with Section III below.

### **III. Permitted Services**

With the prior approval of either the Company's Audit Committee or the Chairman of the Company's Audit Committee, the Company is permitted to retain its independent auditors to provide services not prohibited under Section II above, including:

1. Preparation and/or review of U.S. and non-U.S. tax returns, including sales and use tax, excise tax, income tax, local tax, property tax, and value-added tax.
2. Consultation regarding appropriate handling of items on tax returns, required disclosures, elections and filing positions available to the Company.
3. Assistance with U.S. and non-U.S. tax audits and examinations, including providing advice on technical interpretations, applicable laws and regulations, tax accounting, foreign tax credits, foreign income tax, foreign earnings and profits, U.S. treatment of foreign subsidiary income, and value-added tax, excise tax or equivalent taxes in foreign jurisdictions.
4. Advice and assistance with respect to transfer pricing matters, including the preparation of reports used by the Company to comply with taxing authority documentation requirements regarding royalties and inter-company pricing, and assistance with tax exemptions.
5. Review of information technology and general controls related to specific applications, including overall general computer controls, but excluding those that are a part of the financial statement audit.
6. Advice regarding U.S. and non-U.S. tax issues relating to the Company's internal reorganizations.
7. Assistance relating to reporting under and compliance with the federal securities laws and the rules and regulations promulgated thereunder, including advice relating to mergers and acquisitions and the issuance of comfort letters.
8. Audits of the Company's pension and other employee benefit plans.
9. Due diligence services in connection with mergers and acquisitions involving the Company, including review of financial statements, financial data and records and discussions with the other party's auditors, finance personnel and accounting personnel.
10. Advice regarding U.S. and non-U.S. tax issues relating to mergers and acquisitions.
11. Consultation regarding current, proposed and newly adopted accounting pronouncements.

### **IV. Disclosure**

Unless otherwise incorporated into the proxy for annual meeting, each service preapproved in accordance with Section III above shall be disclosed in reasonable detail in the Company's Annual Report on Form 10-K filed with respect to the period during which preapproval for such service was granted. The proxy statement for each annual meeting of the Company's stockholders shall, in addition to other required information, disclose in reasonable detail the aggregate fees billed by the Company's independent auditors for the prior fiscal year for each type of service provided to the Company pursuant to Section III above.

## **V. Reporting**

Each decision by the Chairman of the Company's Audit Committee to preapprove a service pursuant to Section III above shall be presented to the Audit Committee at its next scheduled meeting. The Company's chief financial officer shall prepare and submit on an annual basis to the Audit Committee a reasonably detailed statement of the services provided to the Company by the independent auditors during the prior year and certify that no prohibited services were provided to the Company by the independent auditors the prior year.