

Engaging the Independent Auditor for Services

Applicability:	Applies to Enterprise
Originator:	Finance
Approval:	Audit Committee
Effective Date:	01/01/2015

Statement of Purpose and Philosophy

This policy describes the guidelines to be used when considering the use of the independent auditor for all audit and non-audit services work.

Policy Expectations

The audit committee of the board of directors (the "Audit Committee") of Rignet, Inc. (the "Company") is required to pre-approve all audit and non-audit services performed by the Company's independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Unless a type of service to be provided by the independent auditor has received general pre-approval pursuant to the policies and procedures set forth in this Policy, it will require specific pre-approval by the Audit Committee. In addition, any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee will periodically, but no less often than annually, review and revise, as necessary, the list of pre-approved services that may be provided by the independent auditor without obtaining specific pre-approval from the Audit Committee. The services by the independent auditor pre-approved by the Chief Financial Officer ("CFO") in accordance with this policy shall be reported to the Audit Committee by the independent auditor at the Audit Committee's first regularly-scheduled meeting that occurs after the independent auditor's engagement. In addition, the Company will inform and review with the Audit Committee at each of its meetings, but not less frequently than on a calendar quarterly basis, all services being provided by the independent auditor.

The Audit Committee may delegate specific pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent auditor to management.

Accountability: Roles and Responsibilities

Business Units/Corporate Areas:

- Prior to beginning any engagement of Corporation's independent auditor, contact the CFO's Department to confirm whether or not the requested services are included in the annual base scope of work that has been approved by the Audit Committee. If the requested services are outside the approved base scope of work, then these requirements must be followed:
 - Obtain advance approval from the CFO prior to beginning the engagement of the independent auditor
- Ensure that only officers of the company or authorized contracting agents sign engagement letters

CFO:

- Determine whether services are included in the base scope of work that has been approved by the Audit Committee or whether separate approval of the services is required
- Obtain Audit Committee approval for any engagement outside of the base scope or pre-approved services
- Approve engagements of the independent auditor in accordance with pre-approvals by the Audit Committee, as follows:
 - Audit Services. The annual audit services engagement terms and fees will be subject to the specific approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters. The Audit Committee pre-approves other Audit services listed below, which are those services that only the independent auditor reasonably can provide. The Audit services listed below are pre-approved up to \$75,000 in estimated fees per individual project and up to \$500,000 in estimated fees in the aggregate. All Audit services not listed below or that exceed the amounts stated above must be separately pre-approved by the Audit Committee.
 - Statutory audits or financial audits for subsidiaries or affiliates of the Company
 - Services associated with registration statements, periodic reports and other documents filed with the regulatory body or other documents issued in connection with securities offerings (e.g., comfort letters, consents), and assistance in responding to requested comment letters
 - Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations regulatory or standard –setting bodies
 - Consultations regarding accounting research and appropriate accounting treatment of transactions, including any fees associated with the independent auditor's electronic or web-based, proprietary tools (e.g., Deloitte & Touche's Deloitte Accounting Research Tool, a web-based accounting research system)
 - Attest services required by statute or regulation
 - Audit-Related Services. Audit-related services are assurance and related services that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor, and pre-approves the Audit-related services listed below. The Audit-related services listed below are pre-approved up to \$50,000 in estimated fees per individual project and up to \$100,000 in estimated fees in the aggregate. All Audit-related services not listed below or that exceed the amounts stated above must be separately pre-approved by the Audit Committee.
 - Financial statement audits of employee benefit plans
 - Internal control reviews and assistance with internal control reporting requirements
 - Agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters
 - Consultations by the Company's management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, FASB, or other regulatory or standard-setting bodies

- Consultations regarding accounting research and appropriate accounting treatment of transactions, including any fees associated with the independent auditor's electronic or web-based, proprietary tools (e.g., Deloitte & Touche's Deloitte Accounting Research Tool, a web-based accounting research system)
 - Attest services not required by statute or regulation
 - Tax Services. The Audit Committee believes that the independent auditor can provide Tax services to the Company, such as tax compliance, tax planning and tax advice, without impairing the auditor's independence. The Audit Committee pre-approves the Tax services listed below. The Tax services listed below are pre-approved up to \$300,000 in estimated fees.
 - Review and preparation of US international, federal, state and local income and non-income tax returns or any required tax filing with the US federal, state or local taxing authority.
 - Other Tax Services. The Audit Committee pre-approves other Tax services as listed below. The Tax services listed below are pre-approved up to \$50,000 in estimated fees per individual project and up to \$500,000 in estimated fees in the aggregate. All Tax services not listed below or that exceed the amounts stated above must be separately pre-approved by the Audit Committee.
 - Review and preparation of foreign income tax returns, non-income tax returns or any required tax filing with the foreign taxing authority for subsidiaries, investments, and joint ventures
 - Assistance in connection with tax audits and appeals of international and U.S. federal, state and local income and non-income tax returns, including communicating with taxing authorities regarding tax returns
 - Assist in resolving identified state reporting and disclosure tax compliance issues
 - Tax compliance and consulting services, including assistance with respect to (1) tax savings/planning/refund opportunities, (2) the proper tax treatment of certain types of income and expenses, (3) calculation of total tax liabilities relating to exposures, (4) preparation of calculations needed to properly reflect certain types of income, expenses, exemptions, and credits on a tax return, (5) updates and analysis of legislative tax matters, (6) planning for deduction of certain transaction costs, (7) confirmation of the current administrative position of revenue authorities, (8) ruling requests filed with taxing authorities, (9) planning and calculation of debt/equity ratios for thin capitalization purposes to come to a conclusion regarding inter-group interest deductibility, (10) foreign tax treaties, (11) verification of tax assessments, (12) identification of permanent establishments, and (13) calculation of E&P and assistance with the foreign tax credit calculations including analysis of overall foreign loss
 - Assistance regarding tax issues with respect to acquisitions, dispositions and restructurings, including due diligence on potential acquisition targets, ruling requests and meetings with tax authorities
 - Assistance in determining the corporate income tax and indirect tax implications of proposed or actual transfers of the Company's subsidiaries' stock between related Company entities
 - Services related to compensation and compensation packages; granting and exercise of stock options; benefit plans; and payroll, social security and information reporting tax issues
 - Assistance with GST and Value Added Tax (VAT) issues in foreign jurisdictions

- Consultation regarding tax issues with respect to Telecommunications tax, sales tax, withholding tax, stamp tax, customs duties and other indirect taxes imposed by local country taxing authorities
 - Consultation regarding tax on expatriates only to the extent the individuals will not be in a financial oversight role
 - Compliance and planning issues with respect to import, export, and international transport services and activities
 - Technical, planning, and other assistance relating to transfer pricing issues
 - Services related to internet website tools
 - Representation, consultation, and assistance regarding US federal or state tax return audit
- Other Services. The Audit Committee pre-approves the other services listed below. The Other services listed below are pre-approved up to \$50,000 in estimated fees per individual project and up to \$100,000 in estimated fees in the aggregate. All Other services not listed below or that exceed the amounts stated above must be separately pre-approved by the Audit Committee.
 - Due diligence services related to potential business acquisitions/dispositions. Accounting and other related training
 - Other general consulting not prohibited as described below
 - Assistance with permissible internal control support
- Maintain an internal process to ensure compliance with approved services and accurate reporting to the Audit Committee

Standards/Requirements

The following guidelines should be used in engaging the independent auditor for services:

- When a need is identified for additional services from the independent auditor, the Business Unit/corporate area should submit a scope of work including a fee estimate to the CFO's Department in advance of work being performed
- The independent auditor is to perform services only at the Company's request and in conformity with all applicable standards. The scope of service and estimate of fees must be documented in an engagement letter or scope definition signed by both the independent auditor and the Company (typically the Corporate or Business Unit Controller) in advance of work being performed.
- Engagement letters must be signed by an appropriate Company representative in advance of work
- Engagement letters must be provided to the CFO for approval in advance of work
- The CFO department will maintain copies of all engagement letters
- If the requested services are not included in the base scope or pre-approved services, each new service request or change order will require approval individually by the Audit Committee. The CFO will coordinate the approval. Requests to provide services that require separate pre-approval by the Audit Committee will be submitted to the Audit Committee by the Chief Financial Officer or Controller, and must include a joint statement, in writing, (a) describing (i) the scope of the service, the fee structure for the engagement, and any side letter or other amendment to the engagement letter, or any other agreement (whether oral, written, or otherwise) between the independent auditor and the Company, relating to the service; and (ii) any compensation arrangement or other agreement, such as a referral agreement, a referral fee or fee-sharing arrangement, between the independent auditor (or an affiliate of the independent auditor) and any person (other than the Company) with respect to the promoting, marketing, or recommending of a transaction covered by the service; and (b) discussing the potential effects of the services on the independence of the independent auditor. The independent auditor will provide a detailed description of the scope of the services to be performed, a description of the fee structure for the engagement, and a statement that the independent auditor does not believe the service will impair its independence.

- Independent auditor cannot be engaged to perform the following services¹.
 - Bookkeeping or other services related to the audit client's accounting records or financial statements
 - Financial information system design or implementation services
 - Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
 - Actuarial services
 - Internal audit outsourcing services
 - Management functions or human resources
 - Broker or dealer services, investment adviser or investment banking services
 - Legal services and expert services unrelated to the audit
 - Tax services on a contingency basis
 - Tax service to a person in a financial reporting oversight role at the Company, or an immediate family member of such person, during the audit and professional engagement period, unless: (a) the person is in a financial reporting oversight role at the Company only because he or she serves as a member of the Board of Directors or similar management or governing body of the Company; (b) the person is in a financial reporting oversight role at the Company only because of his or her relationship to an affiliate of the Company (i) whose financial statements are not material to the consolidated financial statements of the entity being audited; or (ii) whose financial statements are audited by an auditor other than the firm or an associated person of the firm; or (c) the person was not in a financial reporting oversight role at the Company before a hiring, promotion, or other change in employment event and the tax services are (i) provided pursuant to an engagement in process before the hiring, promotion, or other change in employment event; and (ii) completed on or before 180 days after the hiring or promotion event
- Invoices must be approved by the Business Unit/corporate area requesting party under an established engagement letter; invoices should reference which engagement letter authorizes the payment
- Business Unit/corporate area requesting party will process invoice for payment if within the parameters of an approved engagement letter
- Copies of all approved invoices of the independent auditor must be sent to the CFO
- The CFO will provide a report on the use of the independent auditor and associated fees at each Audit Committee meeting

¹ The Legal Department should be consulted for guidance as to the definitions of these services and the applicability of exceptions to certain of the prohibitions.