

## BOINGO WIRELESS, INC.

### CORPORATE GOVERNANCE GUIDELINES FOR THE BOARD OF DIRECTORS

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Boingo Wireless, Inc. (the “Company”). The Guidelines, in conjunction with the Company’s Certificate of Incorporation, Bylaws and Board Committee Charters form the framework for governance of the Company.

#### 1. BOARD COMPOSITION

(a) Selection of Chairperson and CEO.

(i) The Board should be free to make this choice any way that seems best for the Company at a given point in time.

(ii) The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairperson of the Board should be separate and, if they are to be separate, whether the Chairperson should be selected from the non-employee Directors or be an employee.

(b) Size of the Board. The Board size shall be established in accordance with the Company’s Bylaws, and the Board shall periodically review the appropriate size of the Board.

(c) Selection of Directors. The Board and the Nominating and Corporate Governance Committee should be responsible, in actual practice and not merely as a procedural formality, for selecting members of the Board and in recommending them for election by the stockholders. The Board has delegated the selection and initial evaluation of potential directors to the Nominating and Corporate Governance Committee with direct input from the Chairperson of the Board and the Chief Executive Officer.

(d) Mix of Inside and Outside Directors. The Board believes that there should be a substantial majority of independent directors on the Board. However, the Board believes that it may be useful and appropriate to have members of management, in addition to the Chief Executive Officer, as directors.

(e) Board Definition of What Constitutes Independence for Outside Directors.

(i) Each director designated as an independent director shall be independent in accordance with the applicable rules of The Nasdaq Global Market and the Securities and Exchange Commission (the “SEC”). Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible to affirmatively determine that each independent director has no other material relationship with the Company or its affiliates or any executive officer of the Company or his or her affiliates. A relationship will be considered “material” if in the judgment of the Board it would interfere with the Director’s independent judgment.

(ii) The Board may, from time to time, designate an independent director designated as the Lead Independent Director. The Lead Independent Director shall be responsible for calling special meetings of the independent directors, chairing all meetings of independent directors and performing such other responsibilities as shall be set forth in a written charter adopted by the Board or designated by a majority of the independent directors. While no term limits shall be established with respect to service as Lead Independent Director, after the Lead Independent Director has served in such position for seven consecutive years, the Chairperson of the Nominating and Corporate Governance Committee and/or the Chairperson of the Board will discuss with the Lead Independent Director the anticipated future contributions to the Board resulting from the Lead Independent Director's continued service to the Board as Lead Independent Director. If the Lead Independent Director continues to serve in such position, the Chairperson of the Nominating and Corporate Governance Committee and/or the Chairperson of the Board will have additional discussions with the Lead Independent Director regarding his or her anticipated future contributions to the Board, such additional discussions to take place at times considered appropriate by the Chairperson of the Nominating and Corporate Governance Committee and/or the Chairperson of the Board, but at least every three years. If no Lead Independent Director has been designated, the Chairperson of the Nominating and Corporate Governance Committee shall undertake these responsibilities.

(f) Board Membership Criteria.

(i) The Nominating and Corporate Governance Committee is responsible for reviewing with the Board from time to time the appropriate skills and guidelines required of Board members in the context of the current make-up of the Board. These guidelines and skills of the Board, as a whole, may include, in no particular order of importance: (i) various and relevant career experience, (ii) relevant skills, such as an understanding of the Company's business, (iii) financial expertise, (iv) diversity and (v) local and community ties. The minimum qualifications and skills that each director should possess include (i) the highest professional and personal ethics and values, (ii) broad experience at the policy-making level in business, government, education, technology or public interest, (iii) a commitment to enhancing stockholder value and (iv) sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. The Nominating and Corporate Governance Committee evaluates the foregoing factors.

(ii) The Board shall be responsible for determining the qualifications of an individual to serve on the Audit Committee as a designated "audit committee financial expert," as required by applicable rules of the SEC under Section 407 of the Sarbanes-Oxley Act. In light of this responsibility of the Board, the Nominating and Corporate Governance Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

(g) Recommendation of Candidate by Stockholders.

(i) The Board's policy is to accept for consideration bona fide director candidate submissions from stockholders of the Company. Acceptance of a recommendation from a stockholder for consideration does not imply that the Board will nominate the

recommended candidate. The Board has established the following procedures by which stockholders may submit recommendations of director candidates:

(A) To recommend a candidate for election to the Board, a stockholder must notify the Nominating and Corporate Governance Committee by writing to the Chief Financial Officer of the Company at the principal headquarters address. Email submissions will not be considered.

(B) Before any such submission will be considered, such stockholder's notice shall set forth the following information:

(1) The name and address, including telephone number, of the recommending stockholder;

(2) The number and class of the Company's shares owned by the recommending stockholder and the time period for which such shares have been held;

(3) If the recommending stockholder is not a stockholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the stockholder and a statement from the recommending stockholder of the length of time that the shares have been held. (Alternatively, the stockholder may furnish a current Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 filed with the SEC reflecting the holdings of the stockholder, together with a statement of the length of time that the shares have been held);

(4) A statement from the stockholder as to whether the stockholder has a good faith intention to continue to hold the reported shares through the date of the Company's next annual meeting of stockholders;

(5) To the extent reasonably available, information relating to such director candidate that would be required to be disclosed in a proxy statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which such individual is a nominee for election to the Board;

(6) Any other information that such stockholder believes is relevant in considering the director candidate;

(7) The director candidate's written consent to (A) if selected, be named in the Company's proxy statement and proxy and (B) if elected, to serve on the Board;

(8) The nominating recommendation must describe all relationships between the proposed nominee and the recommending stockholder and any agreements or understandings between the recommending stockholder and the nominee regarding the nomination;

(9) The nominating recommendation shall describe all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company; and

(10) The recommending stockholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Nominating and Corporate Governance Committee for nominees, and briefly describe the contributions that the nominee would be expected to make to the board and to the governance of the Company.

(ii) A stockholder wishing to formally nominate an individual for election to the Board at the Company's annual meeting of stockholders must do so by following the procedures described in the Company's Bylaws.

(h) Identification and Evaluation of Nominees. The Nominating and Corporate Governance Committee is responsible for regularly assessing the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Governance Committee is responsible for considering various potential candidates for director. The Nominating and Governance Committee should consider bona fide candidates from all relevant sources, including current Board members, professional search firms, stockholders and other persons. As described above, the Nominating and Governance Committee considers bona fide director candidates recommended by stockholders. The Nominating and Governance Committee is responsible for evaluating director candidates in light of the Board membership criteria described above, based on all relevant information and materials available to the Nominating and Corporate Governance Committee, and making recommendations to the Board with respect to director candidates. This includes information and materials provided by stockholders recommending director candidates, professional search firms and other parties.

(i) Selection of New Director Candidates. All nominees for election to the Board shall be approved by a majority of the independent directors on the Board. The Board delegates the screening process involved to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board and management will be requested by the Nominating and Corporate Governance Committee to take part in the process as appropriate. The Nominating and Corporate Governance Committee shall be responsible for making recommendations to the Board concerning the nominees for election to the Board.

(j) Directors Who Change Their Present Job Responsibility. The Board does not believe that directors who retire or change from the position they held when they joined the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.

(k) Term Limits. The Board does not believe it should establish term limits or a retirement policy. While term limits or a retirement policy could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. The Board will, nevertheless, evaluate each Board member's effectiveness during his or her prior term before nominating such Board member for reelection.

(l) Board Compensation Review.

(i) The Board's general policy is that Board compensation should be a mix of cash and equity-based compensation. As part of a director's total compensation and to create a direct linkage with corporate performance, the Board believes that a meaningful portion of a director's compensation should be provided in, or otherwise based on, the long-term appreciation in the Company's common stock. Inside Directors will not be paid for Board membership in addition to their regular employee compensation.

(ii) It is appropriate for the staff of the Company or an independent advisor retained by the Compensation Committee to report from time to time to the Compensation Committee on the status of Board compensation in relation to other similar U.S. companies. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee or an independent advisor of the Compensation Committee, but with full discussion and concurrence by the Board.

(m) Majority Voting; Advance Resignation as Prerequisite to Director Nomination.

(i) In accordance with the Company's Bylaws and commencing with the annual meeting of stockholders in 2017, except in a contested election, a nominee must receive a majority of votes cast, as defined in the Bylaws, in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes. The Board shall nominate for election or re-election as director only candidates who have tendered, in advance of such nomination, an irrevocable, conditional resignation that will be effective only upon both (i) the failure to receive the required vote at the next stockholders' meeting at which they face reelection and (ii) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with this Board guideline.

(ii) If an incumbent director fails to receive the required vote for reelection, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept the director's irrevocable, conditional resignation, and it will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

## **2. RESPONSIBILITIES OF THE BOARD**

(a) Primary Responsibilities.

(i) The primary responsibilities of the Board are oversight, counseling and direction to the management of the Company in the interest and for the benefit of the Company's stockholders and to assure the long-term interests of the stockholders are served. The Board's detailed responsibilities include:

(A) Selecting, regularly evaluating the performance of, and approving the compensation of the Chief Executive Officer and other executive officers;

(B) Planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other senior executives;

(C) Reviewing and, where appropriate, approving the Company's mission and long-term strategy, including major financial objectives, strategic and operating plans and actions;

(D) Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;

(E) Overseeing the processes for maintaining the integrity of the Company with regards to its financial statements and other public disclosures, and compliance with law and ethics;

(F) Monitoring the effectiveness of the governance practices under which the Board operates and make changes as needed; and

(G) Reviewing and assessing risks facing the Company and management's approach to addressing such risks.

(ii) The Board has delegated to the Chief Executive Officer, working with the other executive officers of the Company, the authority and responsibility for managing the business of the Company in a manner consistent with the standards and practices of the Company, and in accordance with any specific plans, instructions or directions of the Board. The Chief Executive Officer and management are responsible for seeking the advice and, in appropriate situations, the approval of the Board with respect to extraordinary actions to be undertaken by the Company.

(iii) Each Board member is expected to (i) prepare for, attend, and participate in all Board and applicable Committee meetings and (ii) ensure that other existing and planned future commitments do not materially interfere with the member's service as a director. Each Board member is encouraged to attend the Company's annual meeting of stockholders in person.

(b) Corporate Business Principles. Members of the Board shall act at all times in accordance with the requirements of the Company's Code of Ethics and Business Conduct, which shall be applicable to each Director in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, confidentiality, protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Code of Ethics and Business Conduct with respect to any individual director shall be reported to, and be subject to the approval of, the Board.

### 3. BOARD MEETINGS

(a) Scheduling and Selection of Agenda Items for Board Meetings.

(i) Regular Board meetings are scheduled in advance and typically held four (4) times per year. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The Board may also take action from time to time by unanimous written consent.

(ii) The Chairperson of the Board, in consultation with the other members of the Board, shall draft the agenda for each meeting and distribute it in advance to the Board. Each Director may propose the inclusion of items on the agenda, request the presence of, or a report by any member of the Company's management, or at any Board meeting raise subjects that are not on the agenda for that meeting.

(b) Board Material Distributed in Advance.

(i) Information and data that is important to the Board's understanding of the business should, to the extent practicable, be distributed to the Board in writing or electronically before the Board meets. Supplemental written materials will be provided to the Board on a periodic basis and at any time upon request of Board members.

(ii) As a general rule, materials on specific subjects should, to the extent practicable, be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. Sensitive subject matters may be discussed at the meeting without written or electronic materials being distributed in advance or at the meeting.

(c) Board Presentations and Access to Employees.

(i) The Board (meeting as a whole, as well as each director individually) and each Board committee will have complete access to the Company's management.

(ii) The Board encourages management to schedule managers to present at Board meetings who: (i) can provide additional insight into the items being discussed because of personal involvement in these areas, or (ii) have future potential that management believes should be given exposure to the Board.

(d) Outside Directors' Discussion. The Board's policy is to have a separate meeting time for the independent directors at each regularly scheduled meeting of the Board. The Lead Independent Director (to the extent one has been appointed) will assume the responsibility of chairing the regularly scheduled meetings of independent directors.

(e) Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee, with the assistance of management, is responsible for new-director orientation programs. The orientation programs should be designed to familiarize new directors with the Company's businesses, strategies and challenges and to assist new directors in developing and maintaining skills necessary or appropriate for the performance of their

responsibilities. The Nominating and Corporate Governance Committee may also arrange for continuing education programs for Board members that may include a mix of in-house and third-party presentations and programs.

#### **4. BOARD COMMITTEES**

(a) Number and Responsibilities of Committees.

(i) The three regular committees are the Audit, Compensation and Nominating and Corporate Governance. There will, from time to time, be occasions on which the Board may want to form a new committee or disband a current committee depending upon the circumstances.

(ii) All members of the Audit, Compensation and Nominating and Governance Committees shall consist of independent directors under the Company's independence standards that are consistent with the applicable rules of The Nasdaq Global Market and the SEC director independence standards, as currently in effect.

(iii) As outlined more specifically in the Audit Committee Charter, the Audit Committee oversees the Company's accounting practices, system of internal controls, audit processes, and financial reporting processes.

(iv) As outlined more specifically in the Compensation Committee Charter, the Compensation Committee discharges certain responsibilities of the Board relating primarily to executive compensation and makes recommendations to the Board regarding its remaining responsibilities relating primarily to executive compensation.

(v) As outlined more specifically in the Nominating and Corporate Governance Committee Charter, the Nominating and Corporate Governance Committee (i) oversees the nomination of directors for service on the Board and its committees and other related matters and (ii) reviews and considers developments in corporate governance practices and recommends to the Board a set of effective corporate governance policies and procedures applicable to the Company.

(b) Assignment and Term of Service of Committee Members. The Board is responsible for the appointment of Committee members and Committee Chairperson. It is expected that Committee assignments may rotate from time to time among the Board members.

(c) Frequency and Length of Committee Meetings and Committee Agenda. Committee chairs may call meetings when they deem necessary and the meetings may be as frequent and as long as needed. The agendas are developed by the Committee chairs in consultation with appropriate members of management and shall be circulated in advance of the meeting and committee members may suggest additional items for consideration.

#### **5. MANAGEMENT REVIEW AND RESPONSIBILITY**

(a) Formal Evaluation of Executive Officers. The Compensation Committee conducts, and reviews with the independent directors, an evaluation annually in connection with



the performance and the determination of the salary and executive bonus of all Section 16 officers (including the Chief Executive Officer).

(b) Succession Planning and Management Development. The Chief Executive Officer reviews succession planning and management development with the Board on an annual basis.

(c) Board Interaction with Institutional Investors, Press, Customers, Etc. The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with the knowledge of management and, in most instances, at the request of management.

(d) Review of Guidelines. The Nominating and Corporate Governance Committee shall review these Guidelines, on at least an annual basis and report to the Board with any recommendations it may have in connection therewith.

## **6. COMMUNICATIONS**

(a) Policy. The Board believes that stockholders should have an opportunity to send communications to the Board.

(b) Procedures.

(i) Any communication from a stockholder to the Board generally or a particular director should be in writing and should be delivered to the Chief Executive Officer or Chief Financial Officer of the Company at the principal executive offices of the Company. Each such communication should set forth (i) the name and address of such stockholder, as they appear on the Company's books, and if the stock is held by a nominee, the name and address of the beneficial owner of the stock, and (ii) the class and number of shares of the Company's stock that are owned of record by such record holder and beneficially by such beneficial owner.

(ii) The person receiving such stockholder communication shall, in consultation with appropriate directors as necessary, generally screen out communications from stockholders to identify communications that (i) are solicitations for products and services, (ii) matters of a personal nature not relevant for stockholders or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board and the Company.

*As Amended effective on October 31, 2017*