

BOINGO WIRELESS, INC.

COMPENSATION COMMITTEE CHARTER

Adopted by the Board of Directors on November 5, 2013

Effective Immediately

1. PURPOSE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Boingo Wireless, Inc. (the "Company") is to:

- (a) Oversee the Company's compensation and benefits plans generally;
- (b) Evaluate and set cash compensation for the Company's Chief Executive Officer (the "CEO") and the other executive officers (the "Executive Officers") as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the "34 Act");
- (c) Make grants under the Company's equity incentive plans; and
- (d) Recommend to the Board the compensation for non-executive directors.

2. ORGANIZATION AND COMPOSITION

(a) The members of the Committee and Chairperson will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board. Committee members will serve during their respective terms as a member of the Board, subject to earlier resignation or removal by the Board. The members of the Committee shall satisfy the following requirements:

- (i) Each member shall be an "independent director," as defined in the applicable rules of The Nasdaq Stock Market LLC ("Nasdaq");
- (ii) Each member shall be an "outside director," as defined in the regulations adopted by the Internal Revenue Service under Section 162(m) of the Internal Revenue Code of 1986, as amended;
- (iii) Each member shall be a "non-employee director," as defined in Rule 16b-3 adopted by the SEC under Section 16 of the 34 Act; and
- (iv) Each member shall conform to any other requirement imposed by applicable law, regulations or rules.

(b) The Committee shall have the authority to engage independent legal and/or other advisors, as it determines necessary to carry out its duties.

3. MEETINGS

(a) The Committee will establish its own schedule and will meet at least two (2) times each fiscal year. The Committee may also act by circulating a written consent to each member of the Committee, and such consent may be provided electronically to the extent permitted by applicable law. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

(b) The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

(c) The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

4. RESPONSIBILITIES AND AUTHORITY

The following will be the recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws or stock exchange listing standards or by direction of the Board:

(a) In consultation with senior management, recommend the Company's general compensation philosophy and oversee the development and implementation of the Company's compensation and benefits policies generally (subject, if applicable, to stockholder approval), including making recommendations to the Board regarding incentive compensation and equity-based plans of the Company that are subject to Board or stockholder approval and recommending to the Board compensation for non-executive directors.

(b) Review the Company's compensation philosophy and strategy in light of the results of any stockholder votes on compensation matters, including, to the extent and in such manner as it determines appropriate, the results of any advisory stockholder votes. Oversee the Company's submission to, and consider the results of, stockholder votes of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans.

(c) The Board has ultimate responsibility for determining the goals and objectives of the Company and for the CEO as well as evaluating the CEO's performance. To assist the Board in discharging that responsibility and with input from the Board, the Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO and other Executive Officers, evaluate the performance of the CEO and other Executive Officers in light of those goals and objectives, and set the compensation and other benefits for the CEO and other Executive Officers based on this evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company. In determining the long-term incentive component of the compensation of the CEO and other Executive Officers, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the

value of similar incentive awards to CEOs and other senior officers at comparable companies, and the awards given to the CEO and other Executive Officers in past years.

(d) Meet in executive session to discuss matters within the purview of the Committee, as determined appropriate in the judgment of the Committee, including without the CEO being present, to consider and take action with regard to the CEO's compensation.

(e) The Committee may delegate to one or more employees of the Company or its control group subsidiaries (each of whom shall be qualified by training or experience to exercise their delegated responsibilities) all or any portion of the Compensation Committee's authority and responsibility with respect to employee compensation and benefit plans and programs sponsored or maintained by the Company and/or its control group subsidiaries, except (a) duties or responsibilities regarding specific awards to any of the Company's directors, Executive Officers or other officers subject to Section 16 of the 34 Act and (b) duties or responsibilities that may not be delegated under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws.

(f) Oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation and benefits programs to preserve tax deductibility, where appropriate.

(g) The Committee will review and approve compensation packages, employment agreements and severance arrangements for the CEO and other Executive Officers, including change-in-control provisions, plans or agreements, and, to the extent they are entered into, employment, deferred compensation and other compensatory agreements for the CEO and other Executive Officers

(h) Review and approve policies and procedures relating to the perquisites and expense accounts of the Executive Officers.

(i) Assist in the preparation of the Company's Compensation Discussion and Analysis ("CD&A") for the annual proxy statement; based on the preparation and discussion with the Company's management, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement; and produce a report of the Committee on executive compensation for the Company's annual report or proxy statement in compliance with and to the extent required by applicable SEC rules and regulations and relevant listing authority and any other Committee report required by applicable securities laws or other regulations.

(j) Report the activities of the Committee to the Board and review issues with the Board as the Committee deems appropriate.

(k) Prepare and review with the Board an annual performance evaluation of the Committee in a manner consistent with the directions of the Nominating and Corporate Governance Committee and periodically review and assess the adequacy of the Committee's charter and recommend any proposed changes to the Board.

(l) The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO (and each other

Executive Officer) selection and succession in the event of the incapacitation, retirement or removal of the CEO (or such other Executive Officer). As part of this process, the Committee will review the leadership development process for senior management positions.

(m) The Committee shall have the authority to approve adoption of such equity plans as it deems appropriate, and will approve adoption of incentive compensation plans covering Executive Officers, in each case at the discretion of the Committee, except that in the case of any plan or matter required to be submitted for approval by stockholders. The Committee will recommend such plan or matter to the full Board for approval and submission to stockholders. The Committee will oversee the administration of the Company's equity plans and the incentive compensation plans in which Executive Officers participate, and may approve, amend, modify, interpret or ratify the terms of, or terminate, any such plans and any awards made under such plans to the extent that such action does not require stockholder approval; and finally, make recommendations to the Board with respect to incentive-compensation and equity-based plans as appropriate.

(n) The Committee will develop guidelines for the ownership of the Company's stock by directors and Executive Officers, and monitor compliance with such guidelines.

(o) The Committee will periodically review and address the Company's compensation policies and practices for all employees, including non Executive Officers, if such policies and practices create risks or encourage undue or inappropriate risk-taking by Company personnel that are reasonably likely to have a material adverse effect on the Company.

(p) The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of compensation consultants, legal counsel, or other advisors, as it deems appropriate, without seeking approval of the Board or management. The Committee shall have sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms. In addition, the Committee will have access to the Company's management and other personnel as it deems necessary to carry out its responsibilities.

(q) Any consultant, counsel, or advisor is referred to herein as an "Advisor," although such term expressly excludes in-house legal counsel and any consultant, counsel or advisor with respect to whose activities no disclosure is required under Regulation S-K Item 407(e)(3)(iii) (generally relating to broad-based plans and information not specifically developed and customized for the Company). The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of such Advisors, and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such Advisor retained by the Committee. Except as otherwise required by applicable rules and regulations, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

- (i) The provision of other services to the Company by the person that employs the Advisor;

- (ii) The amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- (iii) The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the Advisor with a member of the Committee;
- (v) Any stock of the Company owned by the Advisor; and
- (vi) Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Nothing in this Section 4(q) shall be construed to require the Committee to (i) retain or obtain advice from Advisors, (ii) retain or obtain advice from Advisors determined to be independent, (iii) implement or act consistently with the advice or recommendations of any Advisor, or (iv) otherwise affect the Committee's ability or obligation to exercise its own judgment in fulfilling its duties.

(r) To the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, the Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

5. COMPENSATION

Members of the Committee shall receive such compensation, if any, for their service as Committee members as may be determined by the Board or a committee of the Board. Such compensation may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of Nasdaq and the SEC.

6. LIMITATIONS OF COMMITTEE'S ROLE

The Committee's responsibilities are principally of an oversight nature. The Committee shall rely on the expertise and knowledge of management in carrying out its oversight responsibilities.