

DIGITALGLOBE, INC.
CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of DigitalGlobe, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or By-Laws of the Company. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

A. ROLE OF BOARD and BOARD COMPOSITION

1. Role of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting.

2. The Board's Goals

The Board's goal is to increase long-term value for the benefit of the Company's stockholders and, in conjunction therewith, to assure the vitality of the Company for its customers, employees and the other individuals and organizations who derive benefit from the Company.

To achieve these goals the Board will monitor both the performance of the Company (in relation to its goals, strategy and competitors) and the performance of the Chief Executive Officer, and offer him or her constructive advice and feedback. When it is appropriate or necessary, it is the Board's responsibility to remove the Chief Executive Officer and to select his or her successor.

3. Selection of Chairman and CEO; Lead Independent Director

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time.

If the Chairman is a member of management or an affiliated director, then the Chair of the Governance and Nominating Committee, who shall be an independent director, shall act ex officio as the Lead Independent Director of the Board, with responsibility for coordinating activities of the other independent directors, including necessary executive sessions, and performing the duties specified in these guidelines, and such other duties as may, from time to time, be assigned by the Board.

4. Size of the Board

The Board believes a range of between five to eleven members is appropriate given the Company's current activities and circumstances. However, the Board may change the desired range to accommodate the availability of an outstanding candidate or candidates.

5. Independent Directors

A majority of the members of the Board shall be independent. However, the Board is willing to have non-independent persons, including members of management, as directors. Disclosure of the names of the independent directors will be included in the Company's proxy statement.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the New York Stock Exchange ("NYSE") or under applicable law. The Board may adopt and disclose categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of the NYSE or under applicable law, the directors shall promptly inform the Chairman of the Governance and Nominating Committee.

6. Definition of Independence

The Board believes that the definition of independence adopted by the NYSE is the appropriate standard by which to measure the independence of board members.

7. Board Membership Criteria

The Governance and Nominating Committee of the Board is responsible for evaluating and then reviewing with the Board from time to time the appropriate qualifications, expertise and characteristics required of Board members. This assessment should include consideration of: issues of diversity; prior management experience, including as a chief executive officer or similar role; experience in the defense & intelligence communities; experience in the space and satellite industries; experience in the media and information

and commercial content markets; security clearances; and expertise in the areas of international business, corporate finance, accounting and internal controls, information technology and cyber-security, human resources, mergers and acquisitions, and strategic business planning. The Board will assess qualifications of potential Board members in the context of the perceived needs of the Board at a particular point in time with the objective of maintaining a highly qualified Board with diverse experience and skill sets. In determining whether to recommend a director for re-election, the Governance and Nominating Committee shall also consider the director's tenure on the Board, past attendance at meetings, participation in and contributions to the activities of the Board, the director's continued independence (including any actual, potential or perceived conflicts of interest), as well as the director's age and changes in his or her principal occupation or professional status.

8. Selection of New Director Candidates

The Governance and Nominating Committee will assist the Board by identifying, evaluating and recommending director nominees.

9. Director Orientation and Continuing Education

The Board believes that management should develop and maintain a comprehensive orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities. The Board further believes that management, under the supervision of the Governance and Nominating Committee, should develop and maintain, through third-party service providers or otherwise, an ongoing continuing education program for incumbent directors that satisfies all applicable requirements, including NYSE rules.

10. Directors Who Change Their Job Responsibility or Accept Other Directorships

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company. The Board does not believe that non-employee directors who retire or change jobs should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Governance and Nominating Committee, to review the continued appropriateness of such director's Board membership under these circumstances. Accordingly, in the event any director has a principal job change, including retirement, such director shall promptly inform the Board. The Governance and Nominating Committee shall review such job change and, after consideration of the continued appropriateness of such director's Board membership under the new circumstances, determine whether to recommend that the Board request that such director tender his or her resignation. The Board will act on the Governance and Nominating Committee's recommendation. The Board expects such director to promptly tender his or her resignation if so requested. In addition, prior to accepting an invitation to serve on the Board of Directors of another company, public or private, a Director must

advise the Governance and Nominating Committee so that the Committee may evaluate any potential conflicts of interest.

11. Term Limits

With the exception of terms of the initial Class I, Class II and Class III directors, all directors stand for reelection every three years. The Board does not believe it should establish term limits. While term limits could serve the purpose of bringing new viewpoints and insight to the Board, they also result in a loss of institutional knowledge and experience that provide significant benefit to the Board as a whole. As an alternative to term limits, the Governance and Nominating Committee, in conjunction with the Chairman of the Board, will formally review each director's continuation on the Board every year. This will also allow each director the opportunity to conveniently confirm his/her desire to continue as a member of the Board.

12. Retirement Age

It is the general policy of the Company that no director having attained the age of 70 years shall be nominated for re-election or reappointment to the Board. However, the Board may determine to waive this policy in individual cases.

13. Board Compensation Review

The Company's By-Laws authorize the Board to fix the compensation of directors, or to delegate such authority to an appropriate committee. The Board has delegated the review of director compensation and benefits to the Compensation Committee, which annually reviews appropriate compensation policies. This review may consider the board compensation practices of our peer group or other similar public companies, contributions to Board functions, service as Committee chairs, alignment with shareholder interests, and other appropriate factors. The form and amount of director compensation should give due regard to the interests of the directors, the Company, and the shareholders. Changes to director compensation will be proposed to the full Board for consideration. A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

B. BOARD MEETINGS

1. Scheduling and Selection of Agenda Items for Board Meetings

Board meetings are scheduled in advance, generally every calendar quarter. Meetings are normally held at or near the Company's offices in Colorado, but occasionally a meeting is held elsewhere. The Company's By-Laws permit Board meetings to be held by conference call. The Chairman of the Board, together with the Chief Executive Officer, corporate secretary and, if applicable, the Lead Independent Director, sets the agenda for

each Board meeting and distributes it in advance to the Board. Each Board member is free to suggest items for the agenda.

2. Board Material Distributed in Advance

Information that is important to the Board's understanding of the business to be conducted should be distributed in writing to the Board a reasonable time before each Board meeting. As a general rule, materials on specific subjects should 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. However, matters may be discussed at the meeting without written materials being distributed in advance or at the meeting.

3. Board Presentations and Access to Employees

The Board encourages management to schedule managers to present at Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential that management believes should be given exposure to the Board. The Board has access to the Company's employees regarding any questions or concerns the Board may have. Board members shall coordinate such access through the Chief Executive Officer or the Chairman of the Board, or if applicable, the Lead Independent Director, to ensure that this access is not distracting to the business operation of the Company.

4. Executive Sessions

There shall be at least two executive sessions of the Board's independent directors during each calendar year. The Chairman of the Board, or, if applicable, the Lead Independent Director will coordinate these sessions. It is also the Board's policy to have regularly convened sessions of the Board's non-employee directors.

5. Chairman of the Board

The corporate governance responsibilities of the Chairman of the Board, or the Lead Independent Director, if applicable, include, but are not limited to, the following:

Ensuring Board Operational Effectiveness:

- Ensuring that the Board is effectively structured and operated according to the Company's By-Laws, these Corporate Governance Guidelines, and state and federal laws;
- Ensuring that the Board committees are operated pursuant to the Company's By-Laws and these Corporate Governance Guidelines, as well as the committees' respective charters;
- Taking steps to foster the Board's understanding of its responsibilities and boundaries with management;

- Overseeing the responsibilities delegated to all Board committees, including, but not limited to, compensation, performance evaluations and internal control systems;
- Ensuring that the Board is reviewing and monitoring the Company's long-term business plan, strategies and policies and the achievement of its objectives;
- Establishing procedures to govern the effective and efficient conduct of the Board's work;
- In consultation with the Lead Independent Director, if applicable, scheduling meetings of the Board, and working with committee chairs to schedule meetings for committees;
- Developing agendas for Board meetings based on input from directors and management;
- Presiding over Board meetings and conducting the meetings in an efficient, effective and focused manner;
- Coordinating with independent directors to address the concerns of the independent directors;
- Helping the Board fulfill the goals it sets by assigning specific tasks to members of the Board; and,
- Working with the committees appointed by the Board so that they have a proper structure and appropriate assignments.

Ensuring Board Member Effectiveness:

- Overseeing the implementation of measures stemming from Board and committee annual self-evaluations;
- Addressing Board member development and training needs; and,
- Overseeing new Board member assimilation.

Serving as a Stockholder Interface:

- Assisting the Company's management with developing and maintaining effective stockholder relationships;
- Chairing stockholder meetings (unless the Chief Executive Officer has been otherwise designated by resolution to preside over a particular meeting); and,
- Maintaining relationships with key stockholders and stockholder interest groups in coordination with the Company's Chief Executive Officer, if the Chairman is other than the Chief Executive Officer.

C. BOARD COMMITTEES

1. Number of Committees

The Board currently has four committees: (i) Audit, (ii) Compensation (iii) Governance and Nominating, and (iv) Risk Management. There may, 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. Each committee shall comply with the independence

and other requirements established by applicable law, including U.S. Securities and Exchange Commission and NYSE rules.

The Audit Committee selects the Company's independent auditors; monitors the independence and effectiveness of the independent auditors; pre-approves audit and permitted non-audit services; and evaluates the Company's accounting principles, internal controls, disclosure controls and procedures, financial reporting, and procedures relating to internal auditing functions and controls. The Audit Committee may also review and approve certain related-party transactions.

The Compensation Committee administers the Company's stock option and stock purchase plans, including the review and grant of stock options to all eligible employees under the Company's existing stock option plans, conducts annual evaluations of the CEO and reviews the CEO's annual evaluations of other executive officers and based on those evaluations recommends to the Board for approval compensation for the executive officers of the Company, recommends to the Board for approval the compensation for non-employee Board members, and provides input on executive and leadership development policies and management succession.

The Governance and Nominating Committee makes recommendations to the Board regarding the size, composition and governance of the Board and its committees, establishes procedures for the nomination process, evaluates and approves candidates for election to the Board, oversees the evaluation of directors, develops and maintains corporate governance principles, and has primary responsibility for reviewing related-party transactions.

The Risk Management Committee oversees the Company's development, maintenance and periodic updating of the Company's Enterprise Risk Management Program, including periodically reviewing the Company's risk tolerance profile, management strategy and risk reduction plans, in relation to alignment with strategy.

2. Assignment and Term of Service of Committee Members

While the Governance and Nominating Committee are responsible for making recommendations about the composition and chairs of each committee, the Board is responsible for the appointment of committee members and committee chairs.

3. Frequency and Length of Committee Meetings and Committee Agenda

The Board or the respective committees may determine the frequency and length of the committee meetings and develop the committee's agenda.

D. REVIEW AND RESPONSIBILITY

1. Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

2. Formal Evaluation of Officers

At least annually, the Board evaluates the performance of the Chief Executive Officer. The Compensation Committee conducts, and reviews with the Board, an evaluation annually in connection with the recommendation of the salary and bonus of all executive officers, including the Chief Executive Officer.

3. Succession Planning and Management Development

The Compensation Committee should review succession planning and management development with the Board on an annual basis. There should be available, on a continuing basis, the Chief Executive Officer's recommendation as a successor should he/she die or become disabled.

4. 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 only do this with the prior knowledge and consent of management and, in most instances, at the request of management.

5. Planning

At least annually, the Board should review the Company's strategy, long range plan, business unit initiatives, capital projects and budget matters.

6. Self-Assessment

The Board shall maintain a process whereby the Board, its committees and its members are subject to periodic self-evaluation and self-assessment. The Governance and Nominating Committee has primary responsibility for conducting the evaluation and assessment process and shall do so on an annual basis.

E. ANNUAL MEETING

It is the policy of the Board that all directors are encouraged to attend the Company's annual meeting of stockholders. Such attendance is not mandatory.

F. STOCKHOLDER COMMUNICATIONS WITH THE BOARD

The Board encourages the Company's stockholders who are interested in communicating with the independent directors as a group to do so electronically by clicking on independentdirector@digitalglobe.com on our corporate governance website located at <http://investor.digitalglobe.com>, by email to independentdirector@digitalglobe.com, or by mail addressed to: Corporate Secretary, DigitalGlobe, Inc., 1601 Dry Creek Drive, Suite 260, Longmont, Colorado 80503.

Correspondence received that is addressed to the independent directors will be reviewed by our general counsel or his/her designee, who will regularly forward to the independent directors all correspondence that, in the opinion of our general counsel, deals with the functions of the Board or committees thereof or that the general counsel otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by the Company that is addressed to the independent directors and request copies of any such correspondence. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Audit Committee and handled in accordance with procedures established by the Audit Committee with respect to such matters.

G. AUTHORITY TO RETAIN ADVISORS

The Board and each committee has the authority, at the Company's expense, to obtain advice, reports or opinions from internal or external counsel and expert advisors and shall have the sole authority to approve related fees and retention terms.