

GEOEYE, INC.

Corporate Governance Guidelines

The Board of Directors (“Board”) of GeoEye, Inc. (“Company”) has adopted the following Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Certificate of Incorporation (“Certificate of Incorporation”), Amended and Restated Bylaws (“Bylaws”) and other corporate governance documents, as may be amended from time to time. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “www.geoeye.com” and to any stockholder who otherwise requests a copy. The Company’s Annual Report on Form 10-K will state the foregoing.

The Board

Size of the Board

The Company’s Bylaws provide that the number of directors will be fixed from time to time by the Board, but in no event will be less than seven (7) and not more than fifteen (15). The Nominating and Governance Committee will periodically review the size of the Board, and determine the size that is most effective in relation to Company operations.

Independence of the Board

The Board will be comprised of a majority of directors who qualify as independent directors (“Independent Directors”) under the listing standards of the NASDAQ Global Market (“NASDAQ”).

The Nominating and Governance Committee will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder 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 (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NASDAQ. The basis for any determination that a relationship is not material will be published in the Company’s annual proxy statement or, if the Company does not file an annual proxy statement, in the Company’s annual

report on Form 10-K filed with the Securities and Exchange Commission. 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 NASDAQ or under applicable law, the director shall promptly inform the Nominating and Governance Committee.

Leadership Structure

The Board elects the Chairman of Board from among the Independent Directors believing that separating the Chairman of the Board position and the Chief Executive Officer position currently best serves the needs of the Company and its shareholders. As a result the Board does not have a Lead Independent Director. Notwithstanding, the Board shall be free to elect its Chairman in a manner it deems in the best interests of the Company's shareholders and reserves the ability to appoint (or to provide that the Chairman of the Board will appoint) a Lead Independent Director and to assign to such Lead Independent Director such duties as the Board or the Chairman of the Board deems appropriate.

Separate Sessions of Non-Employee Directors and Independent Directors

The non-employee directors will meet in executive session without management directors or management present on a regularly scheduled basis, but no less than two (2) times a year. The non-employee directors will review the Company's implementation of and compliance with its Guidelines and consider such matters as they may deem appropriate at such meetings. Non-employee directors are all directors who are not company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933), including such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not also Independent Directors, the Independent Directors shall also meet separately at least twice per year in executive session.

Director Qualification Standards

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members) and in recommending candidates for election and to fill vacancies, the Nominating and Governance Committee takes into account many factors, including independence, diversity, age, integrity, skills, expertise, breadth of experience, educational background, knowledge about the Company's business and industry, and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and

Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee, as described below. However, the Nominating and Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders.

Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below. Prior to accepting an invitation to serve on the Board of another company, public or private, a director should advise the Nominating and Governance Committee so that the committee may evaluate any potential conflicts of interest.

Directors Who Resign Their Current Positions With Their Company

When a director who is currently an officer or employee of the Company, resigns or materially changes his or her position with the Company, such director should submit his or her resignation to the Board, which the Board may accept or reject based on the recommendation of the Nominating and Governance Committee. Directors who are not employees of the Company and have a principal job change, including retirement, should promptly inform the Board of such change. The Nominating and Governance 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 require such director tender his or her resignation.

Term Limits

As each director is subject to annual election by the stockholders as provided in the Company's Bylaws, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (1) overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (4) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Employee Handbook, Code of Business Conduct and Ethics and other Company policies;
- (5) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (6) with respect to the Independent Directors, and as directed by the Board, together with the Compensation Committee, regularly evaluating the performance and approving the compensation of the Chief Executive Officer;
- (7) with the input of the Chief Executive Officer and the Compensation Committee, regularly evaluating the performance of principal senior executives;
- (8) planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
- (9) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

Director Compensation

The Nominating and Governance Committee shall be responsible for reviewing matters of compensation, benefits and other forms of remuneration for non-employee directors and making recommendations to the Board for the compensation of the Company's non-employee directors. The Company's executive officers shall not receive additional compensation for their service as directors. The Nominating and Governance Committee shall review Board compensation structure from time to time to ensure that it is commensurate with the commitment of the directors to serve the Company, and shall consider the form and amount of compensation paid to directors by its competitors and other similarly situated public companies. Following this review, the Nominating and Governance Committee will recommend any changes in non-employee director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

Stock Ownership

The Company encourages directors to purchase and hold shares of the Company's stock. The Board will consider, and may adopt, a stock ownership policy that will apply to tenured directors and senior executives of the Company.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

Board Orientation and Continuing Education of Board Members

The Company will provide new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines, principal officers, internal auditors and independent auditors.

The Company may make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

Stockholder Communication with the Board

The Company provides a process for stockholders to send communications to the Board, the non-management members as a group, or any of the directors individually. Stockholders may contact any of our directors, including our non-management directors, by writing to them c/o Office of the General Counsel, GeoEye, Inc., 21700 Atlantic Boulevard, Dulles, VA 20166 or by telephone at (703) 480-7500. All communications will be compiled by the Office of the General Counsel and submitted to the Board or the individual directors on a periodic basis.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Annual Self-Evaluation

The Nominating and Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Governance Committee will utilize the results of the Board evaluation process

in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

Board Meetings

Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-employee directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Agendas

The Chairman and the Chief Executive Officer establish the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

Committee Matters

Number, Name, Responsibilities and Independence of Committees

The Board currently has five committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

The current committees are:

(1) Audit Committee. The Audit Committee consists of at least three (3) members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and terminate the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.

(2) Compensation Committee. The Compensation Committee consists of at least two (2) members and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation and, based on evaluations submitted by management, recommends to the Board compensation levels and systems for the Chief Executive Officer and other executive officers and senior employees that correspond to the Company's goals and objectives. The committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

(3) Nominating and Governance Committee. The Nominating and Governance Committee consists of at least three (3) members and is responsible for recommending to the Board individuals to be nominated as directors and committee members and for recommending to the Board the compensation structure for non-employee directors. This committee is responsible for developing and recommending to the Board the Guidelines, as well as reviewing and recommending revisions to the Guidelines on a regular basis. This committee also performs other duties as are described in these Guidelines and prepares any disclosure of the nominating process required by applicable rules and regulations.

(4) Strategy Committee. The Strategy Committee consists of at least three (3) members and shall, together with input from management, meet from time to time to assess: (a) strategic business planning for the Company beyond the current fiscal year; (b) future industry trends that may affect the Company's strategic goals; and (c) the business goals and practices of competitors, partners and customers. The long term strategic goals of the Company shall be set by the full Board with such input and recommendations as the Strategy Committee, together with management, may provide.

(5) Risk Committee. The Risk Committee consists of at least three (3) members and shall assist the Board in assessing and providing oversight to management relating to the identification and evaluation of major strategic, operational, technological, information and external risks inherent to the business of the Company. The Risk Committee works in conjunction with the other Board

committees and management to review and assess significant risks and the Company's underlying policies with respect to identification, management and mitigation of such risks.

Assignment of Committee Members

Based on the recommendations of the Nominating and Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee.

Each member of the Audit Committee must satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Audit Committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

Frequency of Committee Meetings

Each committee will meet on a regularly scheduled basis consistent with their respective charters. In addition, special meetings may be called by the Chairman of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

Committee Agendas

The Chairman of each committee, in consultation with the appropriate members of the Committee, will develop his or her committee's agenda.

Committee Self-Evaluations

Each committee will review its performance and charter annually and recommend to the Board any changes it deems necessary.

Leadership Development

Annual Review of Chief Executive Officer

The Compensation Committee, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the

Compensation Committee shall meet to review the Chief Executive Officer's performance. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Chairman of the Compensation Committee.

Succession Planning

The Nominating and Governance Committee works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Nominating and Governance Committee, on a continuing basis, the Chief Executive Officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.

Management Development

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

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I hereby certify that the foregoing Corporate Governance Guidelines were duly adopted by the Board of Directors of GeoEye, Inc. on April 27, 2011.

Executed on this 27th day of April, 2011.

/s/ William L. Warren

William L. Warren
Executive Vice President, General Counsel
and Corporate Secretary