

**JetBlue Airways Corporation  
Governance and Nominating Committee Charter**

**Purpose**

The Governance and Nominating Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of JetBlue (the “Company”) by:

- (i) identifying individuals who are qualified and willing to become Board members;
- (ii) making recommendations to the Board with respect to director nominations;
- (iii) ensuring that the Audit, Compensation, and Governance and Nominating Committees of the Board are comprised of qualified directors;
- (iv) developing and recommending a succession plan for the Chief Executive Officer; and
- (v) developing and recommending corporate governance policies and procedures appropriate to the Company.

**Organization**

The Committee shall consist of three or more independent directors elected by the Board, each of whom shall serve until their successors are appointed. A Committee member shall be deemed “independent” if he or she satisfies the requirements of the NASDAQ and any applicable SEC requirements. The Committee’s chairperson (the “Chairperson”) shall be designated by the Board.

The Committee may form and delegate authority to subcommittees as it deems necessary.

**Meetings**

The Chairperson shall preside at each Committee meeting and, in consultation with the other members of the Committee, set the frequency and length of, and the agenda of items to be addressed at each meeting.

**Responsibilities**

## JetBlue

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The Committee shall advise and assist the Board on corporate governance matters. In assisting the Board, the Committee shall, among other things:

- (i) develop and recommend corporate governance guidelines;
- (ii) recommend the appropriate number of directors to serve on the Board, making certain a majority of the directors are independent in accordance with all applicable laws and regulations;
- (iii) annually evaluate the performance of the Board, the Committees of the Board and each director; and
- (iv) annually recommend nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders.

The Committee shall also recommend to the Board (a) committee member appointments and removals, (b) committee structure and operations, and (c) committee reporting to the Board.

The Committee will work with the Board and the Company's CEO with respect to a plan for CEO succession. The Committee report annually to the Board on this plan.

The Committee will annually review and reassess the adequacy of this Charter and recommend the Board adopt any proposed changes.

### **Authority**

The Committee shall have the authority to obtain advice and seek assistance, at the Company's expense, from internal or external legal, accounting or other advisors. The Committee shall have the authority to retain, at the Company's expense, and terminate any search firm to be used to identify director candidates, including authority to approve such search firm's fees and other retention terms.