

## **AIRTRAN HOLDINGS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”): (1) to assist the Board by identifying qualified candidates for director, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to lead the Board in its annual review of the Board’s performance; (3) to recommend to the Board director nominees for each Board Committee; (4) to oversee the annual process of evaluation of the performance of the Company’s management; and (5) to develop and recommend to the Board corporate governance guidelines applicable to the Company.

To assist in carrying out its duties, the Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates to serve as a director, including sole authority to approve the search firm's fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

#### **II. COMPOSITION**

The Committee shall be comprised of no fewer than two members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) as such requirements may be changed from time to time, as set forth in the listing requirements of NYSE and shall qualify as a “non-employee” director within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and as an “outside director” within the meaning of Section 162 (m) of the Internal Revenue code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. A director who meets the definition of “independence” mandated for all Nominating and Governance Committee members, but who also holds 20% or more of the Company’s stock (or who is a general partner, controlling shareholder or officer of any such holder) cannot chair, or be a voting member of the Nominating and Governance Committee

The members of the Nominating and Governance Committee shall be elected by the Board. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by a majority vote of the Independent Directors then in office. Unless a Chair is elected by the full Board, the members of the Nominating and Governance Committee may designate a Chair by majority vote of the full Committee membership. The Chair of the Nominating and Governance Committee will be rotated at three year intervals, unless the Board believes that there are compelling reasons at a given point in time to maintain an individual Director’s chairmanship for a longer time. When feasible, the immediate past Chair will continue serving as a member of the Committee for at least one year to ensure an orderly transition.

### **III. MEETINGS**

The Nominating and Governance Committee shall meet in person or telephonically at least two times annually, or more frequently as circumstances dictate. The Chair of the Committee and/or the Board may call such meetings. The agenda for each Committee meeting shall be established by the Chair in consultation with other Committee members and with the assistance of appropriate members of management. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. If the Committee Chair is not present at a meeting, the Committee member most senior in service on the Board shall serve as Chair. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members of the Committee present at which a quorum is present shall be the act of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members.

Any Board member who is not a member of the Nominating and Governance Committee may attend meetings of the Committee; provided, however, that any member who is not a member of the Committee may not vote on any matter coming before the t Committee for a vote. The Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may meet in executive session as the Committee deems necessary and appropriate.

### **IV. GOALS, RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties the Nominating and Governance Committee shall:

1. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements and make recommendations to the Board for approval.
2. Determine desired Board member skills and attributes and conduct searches for prospective directors whose skills and attributes reflect those desired. In consultation with the Chair of the Board, evaluate and propose nominees for election to the Board of Directors. Have authority to retain and to terminate any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms.
3. Administer the annual Board of Directors performance evaluation process including conducting surveys of director observations, suggestions and preferences.
4. Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees, the selection of Board committee chairs, and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.

5. Evaluate and recommend termination of membership of individual directors in accordance with the Board of Directors' governance principles, for cause or for other appropriate reasons.
6. Evaluate and consider matters relating to the qualifications of directors.
7. Annually review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
8. Consider and make recommendations regarding continuing education and training for members of the Board; including an orientation process for new Board members.
9. Review and make recommendations to the Board on the appropriate response to shareholder proposals relating to corporate governance.
10. Oversee the annual process of performance evaluations of the Company's management.
11. Form and delegate authority to subcommittees when appropriate.
12. Review periodically the Company's charitable contribution policies and practices.
13. Make regular reports to the Board.
14. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
15. Annually evaluate its own performance.
16. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

#### **IV. DISCLOSURE OF CHARTER**

This Charter will be made available on the Company's website at [www.airtran.com](http://www.airtran.com).

Amended as of July 28, 2005