

JetBlue Airways Corporation Compensation Committee Charter

The Board of Directors (the "Board") of JetBlue Airways Corporation (the "Company") has established a Compensation Committee (the "Committee") with authority, responsibilities and specific duties as described below.

The primary purpose of the Committee is to assist the Board in discharging its responsibilities of:

- a) evaluating and approving compensation plans, policies and programs of the Company applicable primarily to the Company's senior leadership group, and such other members as the Committee may designate from time to time (the "Officers");
- b) evaluating and approving compensation plans, policies and programs of the Company applicable to the members of the Company's Board; and
- c) the development and succession planning of key executives.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. In undertaking these responsibilities, the Committee shall take into account factors it deems appropriate from time to time, including the Company's business strategy, the risks to the Company and its business implied by its executive compensation and incentive programs and awards, and the impact of any shareholder advisory votes with respect thereto.

Composition of the Committee

There shall be at least two members serving on the Committee, all of whom shall be members of the Board and who shall satisfy any independence requirements set forth in the applicable NASDAQ listing standards in effect from time to time. At least two of the Committee members shall meet the requirements of a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

Committee members shall be appointed and/or removed by the Board as recommended by the Governance and Nominating Committee. The Board shall designate a Committee Chair. If the Board does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee.

Specific Duties

1. Company's Incentive Plans

- The Committee has overall responsibility for the administration of the Company's incentive plans; however, Company leadership shall be responsible for the day-to-day administration of these plans. All equity awards and other equity-based awards to Officers or Board members shall require Committee approval. The Committee shall ensure all Company incentive plans recommended and administered by Company leadership meet legal and Board guidelines.

- The Committee shall have the authority, as delegated by the Board, to review Company leadership's recommendations under, and to authorize Company leadership to administer, the Crewmember Stock Purchase Plan in effect from time to time (the "Purchase Plan"), in accordance with the terms of the Purchase Plan.
- The Committee shall review and approve the parameters of any incentive plan approved by the Board and, if required, approved by the Company's stockholders. With respect to non-programmatic grants, the Committee shall review and approve any discretionary compensation programs in advance of any compensation being made.

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2. Compensation Programs

- The Committee shall recommend to the Board the compensation of the Company's Chief Executive Officer (the "CEO") and approve the compensation of all Officers other than the CEO.
- The Committee shall make annual recommendations to the Board concerning the establishment and application of executive compensation levels, the adoption of bonus programs and the grant of equity incentives to maintain competitiveness and further Company-wide performance objectives.
- The Committee shall review and approve compensation payable to the Officers, including the adjustment of their base salary each year, and shall approve all bonus and other incentive compensation programs for the Officers and the authorization of all equity awards to such individuals under those programs. In determining the amount, form and terms of such Officer compensation, the Committee shall consider Company goals and objectives relevant to the Officer's performance, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders. As provided below in Section 4, the Committee shall recommend to the Board for approval compensation payable to the CEO.
- The Committee shall review and approve, in advance of the position being offered, compensation payable to any new Officer or any new member of the Board of Directors (if such new Board member's compensation differs from the existing Board-approved compensation program).
- The Committee shall review and approve Company leadership-recommended perquisites, special equity incentive awards, change in control and severance programs and special cash payments made to the Company's Officers.
- The Committee shall review and approve compensation plans and programs for subsidiaries, which plans and programs may have the potential to result in substantial compensation and be substantially different in design or amount from the Company's existing compensation programs.

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3. Leadership Development

- The Committee shall assist the Board in succession planning and developing the Company's senior leadership team.
- As may be requested from time to time by the Governance and Nominating Committee, the Compensation Committee shall assist in any CEO succession planning.

4. CEO Performance Planning and Evaluation

- The Committee shall annually review and approve compensation payable to the Company's CEO in light of Company goals and objectives established for the CEO, evaluate the CEO's performance in light of these goals, and set appropriate compensation levels based on this evaluation and on relevant market data of comparable companies; provided, that the CEO may not be present during voting and/or deliberations on his or her compensation. The Committee shall annually recommend to the Board of Directors for approval the CEO's compensation.

5. Risk Assessment

- The Committee shall periodically review the Company's compensation plans to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company as a whole. The Committee shall report the results of its review to the Board, together with any amendments it has made to such plans, or any recommendations that the Board amend such plans, to mitigate such risks. In making its determinations, the Committee may consider incentive compensation policies and practices for different employee groups that mitigate or balance incentives.

6. Compensation Discussion and Analysis and Compensation Committee Report

- Review and approve the annual Compensation Committee report, and recommend to the Board its inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC").
- Approve the "Compensation Discussion and Analysis" (the "CD&A"), with respect to compensation of the Company's named executive officers in accordance with applicable rules of the SEC, and provide a report in the Company's annual proxy statement that the Committee recommends to the Board that the CD&A be included in the Company's annual proxy statement and Annual Report on Form 10-K.

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7. Committee Resources

- The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from Company leadership specified in NASDAQ Listing Rule 5605(d)(3)(D). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

8. Meetings

- The Committee shall meet as often as necessary to carry out its responsibilities, which shall be at least once during each quarter of the Company's fiscal year, in person or by telephone, to carry out its assigned responsibilities. Subject to the other provisions of this charter, the Committee shall meet with the Company's CEO as needed. The Committee may take action by unanimous written consent. The Committee chair shall preside at each meeting. In the event the Committee chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee shall make regular reports to the Board.

9. Minutes

- Minutes of each meeting will be prepared by the Corporate Secretary or his or her designee and sent to Committee members for review and approval.

10. Delegation

- The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee, as appropriate. Between meetings of the Committee, the Committee may delegate its authority to approve awards under the Company's incentive plans to the Chairperson of the Committee; provided, however, the Committee's authority to approve equity awards to named executive officers of the Company may not be delegated to any subcommittee comprised of less than a majority of the Committee members.

11. Self-Assessment

- The Committee will evaluate its performance as the Compensation Committee and report to the Board on an annual basis.

12. Charter Review

- Review and reassess the adequacy of the Committee's charter annually, and make appropriate recommendations to the Board.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

JetBlue Airways Corporation

Amended and restated by the Compensation Committee on November 12, 2009 and approved by the Board of Directors on November 12, 2009.

Corrected by the Committee on March 29, 2010 and approved by the Board of Directors on September 16, 2010.

Approved by the Compensation Committee on December 7, 2011 and approved by the Board of Directors on December 8, 2011.

Amended by the Compensation Committee on May 8, 2013 and approved by the Board of Directors on May 9, 2013.

Amended by the Compensation Committee on May 21, 2014 and approved by the Board of Directors on September 18, 2014.

Amended by the Compensation Committee on September 17, 2014 and approved by the Board of Directors on September 18, 2014.

Amended by the Compensation Committee on September 16, 2015 and approved by the Board of Directors on September 17, 2015.

Amended by the Compensation Committee on December 11, 2018 and approved by the Board of Directors on December 12, 2018.

Amended by the Compensation Committee on September 16, 2020 and approved by the Board of Directors on September 17, 2020.

Amended by the Compensation Committee on September 22, 2021 and approved by the Board of Directors on September 23, 2021.