

**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 Airways Corporation (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 for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meeting of stockholders;
- (iii) ensuring that the Audit, Compensation, Governance and Nominating (including the ESG Subcommittee), Airline Safety, Finance and Technology Committees of the Board and any other Board committees and subcommittees are comprised of qualified directors and to recommend to the Board director nominees for each committee and subcommittee;
- (iv) leading the Board in its annual review of the Board’s performance;
- (v) developing and recommending a succession plan for the Chief Executive Officer;
- (vi) via its subcommittee, review and discuss with leadership, the Company’s environmental, social and governance (ESG) strategy that leadership has implemented to monitor and address the Company’s impact on environmental and social issues; and
- (vii) developing and recommending corporate governance policies and procedures appropriate to the Company.

Organization

There shall be at least three members serving on the Committee, all of whom shall be members of the Committee’s board of directors and who shall satisfy any independence requirements set forth in the NASDAQ Stock Market LLC Marketplace Rules in effect from time to time (the “listing standards”).

Committee members shall be appointed and/or removed by the Board, with vacancies filled by the Board. The Board shall designate a Committee chairperson (the “Chair”). If the Board does not do so, the Committee members shall elect a Chair by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees as it deems necessary.

Meetings

The Chair 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

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 and periodically review the same;
- (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) receive comments from the directors and annually evaluate the performance of the Board, the Committees of the Board and each director, and report on same to the Board;
 - (iv) annually recommend nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders;
 - (v) develop Board membership criteria, and review with the Board the appropriate skills and characteristics required of Board members in the context of the Company's business and strategy and the current make-up of the Board; this assessment of Board skills, experience, and background may include but is not limited to, factors such as independence; industry and leadership experience; age; and diversity with respect to race, ethnicity, gender, and geography;
 - (vi) make regular reports to the Board;
 - (vii) receive and review stockholder proposals and inquiries;
 - (viii) provide oversight of the Company's political contributions and lobbying activities; and
 - (ix) annually review its own performance.

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 used to identify director candidates, including authority to approve such search firm's fees and other retention terms.

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

Approved by the Board of Directors on September 16, 2010.

Amended by the Governance and Nominating Committee on September 18, 2014 and approved by the Board of Directors on September 18, 2014.

Amended by the Governance and Nominating Committee on December 11, 2018 and

approved by the Board of Directors on December 12, 2018.

Amended and Approved by the Board of Directors on March 23, 2021.

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

Amended by the Governance and Nominating Committee on September 14, 2022 and approved by the Board of Directors on September 15, 2022.