

JetBlue Airways Corporation Governance Guidelines

September 17, 2020

The Board of Directors (the “Board”) of JetBlue Airways Corporation (the “Company”) has adopted the following guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Board will review and amend these guidelines as it deems necessary and appropriate.

1. Board Mission and Director Responsibilities

The Board is elected by the stockholders to oversee their interest in the long-term health and the overall success of the business and its financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders.

The core responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duties to the stockholders, in compliance with all applicable laws and regulations. Directors will also, as appropriate, take into consideration the interests of other stakeholders, including crewmembers and the members of communities in which the Company operates. In discharging their duties, Directors may rely on the Company’s senior leaders and outside advisors and auditors. The Board has the authority to hire independent legal, financial or other advisors as they may deem necessary.

Director Attendance

Directors are expected to attend all meetings of the Board and of the Committees on which they serve. Directors should devote the time and effort necessary to fulfill their responsibilities. Information important to Directors’ understanding of issues to come before the Board or a Committee is provided sufficiently in advance of meetings to permit Directors to inform themselves. Directors are expected to review these materials before meetings.

Board Meetings

The Board will hold regularly scheduled meetings at least five times a year. The Chair of the Board will set the agenda for Board meetings. Any Director may suggest items for inclusion on the agenda. Any Director may raise a subject that is not on the agenda at any meeting. Certain items pertinent to the oversight and monitoring function of the Board will be brought to the Board regularly. The Board will review the Company’s long-term strategic plans at at least one Board meeting each year.

Non-management Directors will meet in regular executive sessions. Normally, such meetings will occur during regularly scheduled Board meetings.

Members of the Board are expected to attend the Annual Meeting of Stockholders, absent exceptional cause.

2. Board Leadership

Except as otherwise set forth in the Certificate or the Bylaws, the Board shall periodically designate from among its members an independent Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board, and shall perform such other duties, and exercise such powers, as prescribed in the By-Laws or by the Board from time to time.

Agendas, schedules, and information distributed for meetings of Board Committees are the responsibility of the respective Committee chairs. All Directors may request agenda items, additional information, and/or modifications to schedules as they deem appropriate, both for the Board and the Committees on which they serve, and they are encouraged to do so.

3. Director Qualifications

The Board seeks to be composed of individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are effective, in conjunction with the other members of the Board, in providing the diversity of skills, expertise and perspectives appropriate for the business and operations of the Company and serving the long-term interests of the stockholders.

Directors may be nominated by the Board or by stockholders in accordance with the By Laws. The Governance and Nominating Committee will review all nominees for the Board, including proposed nominees of stockholders, in accordance with its charter. The assessment will include a review of the nominee's judgment, experience, independence, understanding of the Company's or other related industries, and such other factors as the Committee concludes are pertinent in light of the current needs of the Board. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity and age. The Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominee to join the Board. The Chair of the Board or the Chair of the Governance and Nominating Committee (or a designee) should extend the invitation to join the Board.

4. Director Term and Tenure

In accordance with the By-Laws, Directors are elected for a term of one year. Any Board member who has attained any of the following shall not be eligible to stand for reelection after the occurrence of either of the following events:

- i. *Age.* A Director shall not be eligible to stand for reelection as a member of the Board of Directors following his or her 72nd birthday.
- ii. *Tenure.* A Director shall not be eligible to stand for reelection as a member of the Board following the 15th anniversary of the Director joining the Board.

When the reason for the Board Chair's not standing for reelection involves either age or tenure, such Director's service as Board Chair may be extended by the Board for one additional year (subject to election by the stockholders). A Director serving as Board Chair who has had his or her term extended by one year shall be ineligible for reelection to the Board thereafter.

5. Determination of Independence

The Board shall consist of a majority of independent Directors. In making independence determinations, the Board will observe all applicable requirements, including the corporate governance listing standards established by The NASDAQ Stock Market ("NASDAQ"). The Board will carefully consider all relevant facts and circumstances in making an independence determination.

In addition, to the extent applicable with respect to membership on specific committees, the Board shall have a sufficient number of members who satisfy any additional requirements for "independence" promulgated from time to time by NASDAQ, the Securities and Exchange Commission (the "SEC") and in the charter documents. Consideration should also be given to all other relevant facts and circumstances, including issues that may arise as a result of any Director compensation (whether direct or indirect), any charitable contributions by the Company to organizations with which a Director is affiliated and any consulting arrangement between the Company and a Director.

Annually, the Board will review all relevant relationships of Directors to determine whether Directors meet the categorical standards described above. The Board may determine that a Director who has a relationship that exceeds the limits described in the categorical standards (to the extent that any such relationship would not constitute a bar to independence under the NASDAQ listing standards), is nonetheless independent. The Company will explain in the next proxy statement related to its annual meeting of stockholders the basis for any Board determination that a relationship is immaterial despite the fact that it does not come within the categorical standards set forth above.

6. Committees of the Board

There are five standing Board committees: Audit, Compensation, Governance and Nominating, Airline Safety and Finance. The Board may establish additional committees on a standing or ad hoc basis as it deems necessary or appropriate. The Board performs a self-assessment annually.

The Governance and Nominating Committee annually reviews the composition of each standing Committee and presents recommendations for Committee membership to the Board as needed. Changes in Committee assignments are made based on Committee needs, Director interests, experience and availability, and applicable regulatory and legal considerations. Only independent Directors may serve on the Audit Committee, the Compensation Committee and the Governance and Nominating Committee.

Each of the standing Committees has its own charter, which sets forth the responsibilities of the Committee, the qualifications and procedures of the Committee and how the Committee will report to the Board. Any subcommittee will also provide its charter to the Board for review and approval. Each Committee will conduct a self-evaluation annually.

The Chair of each Committee will determine the frequency of Committee meetings, consistent with the Committee's charter and the Company's needs.

7. Director Access to Officers, Employees and Information

Directors have full and free access to officers, employees and the books and records of the Company. Any meetings or contact that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Corporate Secretary or directly by the Director. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes the regular attendance at Board meetings of non-Board members who are in the most senior leadership positions in the Company. The Chair of the Board, the Chief Executive Officer and/or the Corporate Secretary shall extend such invitations.

8. Director Orientation and Continuing Education

All new Directors must participate in the Company's Orientation Program, which should be conducted as soon as reasonably practicable after the meeting at which a new Director is elected. This orientation will include attendance at the Company's new crewmember orientation at its Orlando training facility, participation in an airport operational training day, as well as presentations by senior leadership to familiarize new Directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct, its principal officers, and its internal and independent auditors. Any sitting Directors may attend any aspect of the Orientation Program. The Directors are encouraged to participate in continuing Director education.

9. Annual Performance Evaluation of the Chief Executive Officer

To ensure that the Chief Executive Officer is providing the best leadership for the Company, the Board will annually evaluate the Chief Executive Officer's performance in an executive session of non-management Directors led by the Chair, the Chair of the Governance and Nominating Committee and the Chair of the Compensation Committee. The Compensation Committee will measure the Chief Executive Officer's performance against each of his or her goals and objectives pursuant to the Company's plans and, after considering the full Board's evaluation of his or her performance, recommend to the Board approval of the compensation of the Chief Executive Officer. The full Board will review the Compensation Committee's actions. The Board shall annually review and ratify corporate goals and objectives relevant to the Chief Executive Officer's compensation. The Chair, the Chair of the Governance and Nominating Committee and the Chair of the Compensation Committee will meet with the CEO to discuss his performance and his goals.

10. Annual Board Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether the Board and its Committees are functioning effectively. During the year, the Governance and Nominating Committee shall receive input on the Board's performance from Directors and, through its Chair, will discuss the input with the full Board and oversee the full Board's review of its performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board believes that the Board or any of its Committees could improve.

11. Director Compensation and Equity Ownership

The form and amount of Director compensation shall be determined by the Compensation Committee and then recommended to the full Board for action in accordance with the Committee charter. In determining compensation, the Committee shall take into consideration the responsibilities of the Directors and fees and other forms of compensation being paid by other corporations comparable to the Company.

Stock in the Company should be a significant portion of Director compensation. The Board shall establish from time to time stock ownership goals for non-employee Directors to strengthen their commitment to the future of the Company and further align their interests with those of the Company's stockholders.

12. Conflicts of Interest and Outside Directorships

Conflicts of Interest

The business or family relationships of a Director may on occasion give rise to that Director having a material personal interest in a particular matter raised before the Board or a committee. The Board or committee, as the case may be, after consulting with counsel, determines on a case-by-case basis whether any such conflict or potential conflict of interest exists. The Board and each committee will take appropriate steps to identify any such potential conflicts and to assure that all Directors voting on a matter are disinterested with respect to that matter. In addition, all conflicts or potential conflicts are subject to applicable provisions of the Company's Code of Business Conduct.

Code of Business Conduct link: <http://blueir.investproductions.com/investor-relations/corporate-governance/~media/Files/J/Jetblue-IR-V2/goverance-documents/jetblue-code-of-business-conduct-2018.pdf>

Service on Other Boards

Non-employee Directors are encouraged to limit the number of other boards on which they serve, taking into account the time required for board attendance, participation and effectiveness on these boards.

Non-employee Directors should advise the Chair, the Chief Executive Officer and the Corporate Secretary in advance of accepting an invitation to serve on another board.

A Director shall give notice to the Governance and Nominating Committee and submit a letter of resignation to the Board any time s/he:

- a. leaves another public company Board;
- b. agrees to serve on another public company Board; or
- c. materially changes his or her responsibilities on another public company Board

(i.e., becomes Chairperson of a public company Board or a committee or becomes lead independent Director).

Upon recommendation of the Governance and Nominating Committee, the Board may, by a majority vote in the exercise of its business judgment, conclude that the Board member's continued service as a director is in the Company's best interest and decline the resignation.

Limitations on Public Company Board Service

Directors who also serve as chief executive officers of public companies should not serve on more than two boards of public companies other than the Company's Board, and other Directors should not serve on more than three boards of public companies, other than the Company's Board. In addition, a Board member may not serve on more than three Public Company Audit Committees simultaneously unless the Board determines that such additional Audit Committee service would not impair the Director's ability to serve the Company's Audit Committee effectively.

Material Changes In Other Responsibilities

A Director shall give notice to the Governance and Nominating Committee and submit a letter of resignation to the Board any time s/he leaves an employer, has a material diminution of job responsibilities, or has a change in personal circumstances which might compromise or diminish his or her ability to continue as an effective Board member, including the ability to remain current in subject matters relevant to his or her Board role.

Upon recommendation of the Governance and Nominating Committee, the Board may, by a majority vote in the exercise of its business judgment, conclude that the Board member's continued service as a director is in the Company's best interest and decline the resignation.

13. Code of Business Conduct and JetBlue's Values

The JetBlue Code of Business Conduct governs the actions of all JetBlue Crewmembers and Directors. The members of the Board of Directors are also held to the high JetBlue Values of safety, caring, integrity, fun and passion, which are integral to the JetBlue experience for customers and Crewmembers, alike.

14. Board Interaction with Investors, the Press, etc.

JetBlue Code of Conduct Link: <http://blueir.investproductions.com/investor-relations/corporate-governance/~media/Files/J/Jetblue-IR-V2/goverance-documents/jetblue-code-of-business-conduct-2018.pdf>

The Board believes that the Chief Executive Officer and other members of senior leadership, as designated by the Chief Executive Officer, should speak on behalf of the Company.

In no event should any Director communicate any confidential or market-sensitive information to any person or constituency outside the Board. Directors should refer any external inquiries to the Chief Executive Officer or to the General Counsel for handling. Directors should be mindful of their obligations under Regulation FD.

Directors should not speak to the press without the prior approval of JetBlue's CEO and in consultation with JetBlue Legal, Corporate Communications and Investor Relations.

If a Director anticipates becoming engaged in a public endeavor that could reflect on the Company, including political and media ventures and interviews, the Director should bring such project to the attention of the Chair of the Governance and Nominating Committee in advance for review (and, if applicable, provide a Letter of Resignation as set forth above).

Crewmembers, stockholders or other interested third parties who wish to contact the Board, a standing committee of the Board, or a Director may write to the following address:

c/o Brandon Nelson
General Counsel and Corporate Secretary
JetBlue Airways Corporation
27-01 Queens Plaza North
Long Island City, NY 11101

Our General Counsel, or someone acting on his or her behalf, will review these written communications with the Directors, a standing committee, and/or an officer of the Company, in each case depending on the facts and circumstances outlined in the communication. Any communication from a stockholder relating to Director nominations or a stockholder proposal for business to be considered at the Company's annual meeting of stockholders or included in the Company's proxy statement will be sent to the Chair of the Governance and Nominating Committee. The Governance and Nominating Committee will periodically review with senior leadership the nature of the communications and the Company's response to them.

15. Charitable Contributions

All significant charitable or other contributions to tax exempt organizations for which an independent Director serves as an executive officer or director or with which an independent Director otherwise has a material relationship will be reviewed in light of the purposes and values of the Company and will be subject to the approval of the Governance and Nominating Committee, which will consider the impact of any such contributions on the applicable Director's independence.

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