

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF JETBLUE AIRWAYS CORPORATION (THE “COMPANY”)**

Purpose

The Governance and Nominating Committee (the “Committee”) shall assist the Board by, among other things, identifying individuals qualified and willing to become Board members consistent with criteria approved by the Board and considering, developing and making recommendations to the Board regarding matters related to corporate governance.

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.

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 rules of The Nasdaq Stock Market LLC 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. The Committee may also act by unanimous written consent as the Committee may decide in its business judgment.

The Committee will maintain written minutes of its meeting, which will be filed with the meeting minutes of the Board, and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will also be filed in the minute book.

Responsibilities

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

- develop and recommend to the Board corporate governance guidelines and other corporate governance policies and procedures appropriate to the Company and periodically review the same;
- recommend to the Board the appropriate number of directors to serve on the Board;
- evaluate directors’ independence in accordance with all applicable laws and regulations;
- receive comments from the directors and annually oversee the evaluation and performance of the Board, Committees of the Board and each director, and report on same to the Board;

- identify individuals who are qualified and willing to become Board members;
- make 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 meetings of stockholders;
- make recommendations to the Board with respect to committee member appointments and removals, committee structure and operations, and committee reporting to the Board;
- 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 their understanding of the Company’s and other related industries, their independence; their industry and leadership experience; age; and diversity with respect to race, ethnicity, gender, sexual orientation and geography;
- directly or via its subcommittee, review and discuss with leadership the Company’s environmental, social and governance (“ESG”) strategy that leadership is managing and implementing;
- review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Company’s corporate governance guidelines then in place;
- make regular reports to the Board;
- receive and review stockholder proposals and inquiries;
- provide oversight of the Company’s political contributions and lobbying activities; and
- annually review its own performance.

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

Authority to Engage Advisors and Experts

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.

The Committee members shall have independent access to management as they deem necessary or appropriate. 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.

Charter

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

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.

Amended by the Governance and Nominating Committee on September 13, 2023 and approved by the Board of Directors on September 14, 2023.