

## **COMPENSATION COMMITTEE CHARTER OF SPIRIT AVIATION HOLDINGS, INC.**

This Compensation Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Spirit Aviation Holdings, Inc., a Delaware corporation (the “Company”), on April 25, 2025.

### **I. Purpose**

The purpose of the Compensation Committee of the Board (the “Committee”) is to assist the Board in discharging the Board’s responsibilities regarding: (1) the establishment and maintenance of compensation and benefit plans, policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve superior operating results; (2) the compensation of the Company’s Chief Executive Officer (the “CEO”), the Company’s other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Act”), and the Company’s non-management directors; and (3) compliance with the compensation rules, regulations and guidelines promulgated by the New York Stock Exchange (the “NYSE”), the Securities and Exchange Commission (the “SEC”) and other laws, as applicable.

The Committee shall oversee the establishment of compensation programs that are designed to encourage high performance, promote accountability and align employee interests with the interests of the Company’s stockholders. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

The Committee may rely upon reports, certificates, notices and assurances provided by officers and other employees of the Company, by the Company’s independent auditors or by the Committee’s independent advisors as to any factual matters pertaining to the Committee’s performance and discharge of its responsibilities under this Charter. The Committee may consult with legal counsel of its choice (who may be counsel employed or retained by the Company) on any matters relating to the powers and responsibilities of the Committee under this Charter, and the advice or opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or omitted by the Committee in accordance with the advice or opinion of such counsel.

## **II. Membership**

The Committee shall be composed of at least three (3) directors or such other number as determined by the Board, each of whom shall (1) satisfy the independence requirements of the NYSE or other exchange on which Company securities may be listed, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act and (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members of the Committee, including the Chairperson of the Committee (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause and with or without prior notice, by the Board. Any action duly taken by the Committee shall be valid and effective, regardless of whether the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## **III. Meetings and Procedures**

The Chair (or in his or her absence, a Committee member designated by the Chair or by a majority of members present) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities, but in no event less than twice per fiscal year. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee (absent an explicit designation by the Chair, minutes will be recorded by a member of Company management in attendance by invitation or, if none, by a member of the Committee).

A majority of the Committee members, present in person or by phone or by video conference, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or bylaws (each as in effect from time to time). Notwithstanding the foregoing, in the event the Committee consists of only two members, both members must be present, in person or by phone or by video conference, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company’s bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and such writing is filed with the minutes of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee but shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor (if any), any other financial personnel employed or retained by the Company or any other persons (including external advisers to the Committee or the Company) whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the CEO may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as needed and in its discretion, any legal counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee shall be directly responsible for overseeing the work of any such advisors and shall have sole authority to determine the terms of their engagement. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. Before retaining an advisor (other than in-house legal counsel and any advisor whose role is limited to consulting on broad-based, non-discriminatory plans or providing information that is not customized in particular for the Company (as described in Item 407(e)(3)(iii) of Regulation S-K)), the Committee shall consider the independence of such advisor, including any independence factors that it is required to consider by law or NYSE rules. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such consultants, counsel, experts and advisors retained by the Committee.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

#### **IV. Powers and Responsibilities**

1. The Committee shall, at least annually, review the compensation philosophy of the Company.
2. The Committee shall obtain information on market trends in executive compensation and shall review the competitiveness of the Company's executive compensation programs to ensure (i) the attraction and retention of executive officers; (ii) the motivation of executive officers to achieve the Company's business objectives; and (iii) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders.
3. The Committee shall, at least annually, review and approve all compensation for the CEO and all other officers (as such term is defined in Rule 16a-1, promulgated under the Exchange Act), and shall review the compensation of such other categories of employees of the Company or its subsidiaries as the Board shall determine.

4. The Committee shall, at least annually, review and approve the corporate and any individual goals and objectives relevant to CEO and other executive officer compensation, evaluate CEO and other executive officer performance in light of those goals and objectives, and, either on its own or together with the other independent directors on the Board, determine and approve all compensation of the CEO and other executive officers based on such evaluation.

5. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the CEO and other executive officers: (i) any employment agreements and severance arrangements; (ii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (iii) any special or supplemental compensation and benefits for the CEO and other executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

6. The Committee shall oversee the Company's compliance with the requirement under applicable NYSE rules (or other stock exchange rules, if relevant) that, with limited exceptions, stockholders approve equity compensation plans. Subject to such stockholder approval, or otherwise required by the Act, the Code or other applicable law, the Committee shall have the power to establish, amend, manage, periodically review and, where appropriate, terminate all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans including 401(k) plans, employee stock purchase plans, short- and long-term incentive plans, management incentive plans and others and with respect to each plan shall have responsibility for:

- (i) general administration;
- (ii) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
- (iii) receiving satisfactory assurances that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plans;
- (iv) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
- (v) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights);
- (vi) approving which employees or consultants are entitled to awards under the Company's incentive compensation plans; and
- (vii) repurchasing securities from terminated employees.

All periodic plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

7. The Committee shall establish and periodically review policies concerning perquisite benefits for executive officers.

8. The Committee shall periodically review and make recommendations to the Board with respect to the Company's plans and policies regarding severance, change of control or "parachute" payments.

9. The Committee shall periodically review and make recommendations to the Board with respect to executive officer and director indemnification and liability insurance matters, provided that the Committee shall not be responsible for or with respect to such functions to the extent they are performed, or required to be performed, by the Audit Committee or any other standing committee of the Board.

10. The Committee shall approve in advance any employee loans extended by the Company.

11. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002, as amended, relating to loans to directors and officers, and with other applicable laws affecting employee compensation and benefits.

12. The Committee shall have generalized supervisory responsibility for the compensation policies applicable to all employees of the Company, including periodic reviews of the adequacy of the Company's compensation structure, performance review procedures, employee turn-over and retention and other human resource issues. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.

13. The Committee, in consultation with senior management, shall annually review and discuss pay equity and make such recommendations to the Board as the Committee deems necessary or appropriate.

14. The Committee shall review and discuss with the management of the Company compensation-related disclosures, including the Compensation Discussion and Analysis ("CD&A"), and based on such discussions, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and on Form 10-K. As part of its review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act.

15. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct shareholder advisory votes on executive compensation required by Section 14A of the Act ("Say-on-Pay Votes"), taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes, and review and recommend to the Board for approval the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement filed with the SEC.

16. The Committee shall prepare and approve the Compensation Committee report to be included as part of the Company's annual proxy statement in compliance with the rules and regulations promulgated by the SEC.

17. The Committee shall, periodically, discuss, evaluate and review the Company's management's assessment of the effectiveness of the design and operation of the Company's policies and practices of compensating its employees, including non-executive officers, with respect to risk management practices and risk-taking incentives, to ensure such policies and practices do not encourage employees to take unnecessary or excessive risks that threaten the value of the Company.

18. The Committee shall periodically review and make recommendations to the Board with respect to the creation or revision of any claw-back policy allowing the Company to recoup compensation paid to employees. The Committee shall consider and recommend to the Board the appropriateness of implementing or enforcing any claw-back policy, any claw-back provision under any compensation or benefit arrangement, and/or any claw-back provided by law.

19. The Committee may establish stock ownership guidelines for executive officers and non-employee directors and, if such guidelines are promulgated, shall oversee compliance therewith.

20. The Committee shall periodically review and make recommendations to the Board with respect to the compensation and benefits of the Board's non-management directors.

21. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.

22. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

23. The Committee shall perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. Delegation of Duties**

1. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, but only to the extent consistent with the Company's certificate of incorporation, bylaws, Section 162(m) of the Code, applicable NYSE rules, and other applicable law.

2. The Committee may, if it deems appropriate, delegate all or any portion of its authority to administer incentive compensation plans to one or more executive officers of the Company on such terms as the Committee shall determine, provided that (i) any such delegation shall comply with applicable law and NYSE rules and the relevant plans, and (ii) in no event shall any such delegation include the authority to make equity grants to officers.

3. In its discretion, the Committee may refer any matter delegated to it to the full Board for review and approval.

As adopted, by order of the Board of Directors:

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Thomas Canfield  
Secretary