

HAWAIIAN HOLDINGS, INC.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER

As amended through November 15, 2023

Purpose

Acting pursuant to Section 141 of the Delaware General Corporation Law and Article 4 of the Amended and Restated By-laws of Hawaiian Holdings, Inc., a Delaware corporation (the “**Company**”), the Board of Directors of the Company (the “**Board**”) has established a Compensation Committee for the purpose of: (i) discharging the Board’s responsibilities relating to the compensation of the Company’s “officers” as defined in Rule 16a-1(f) (“**executive officers**”) under the Securities and Exchange Act of 1934, as amended (the “**Exchange Act**”), and other key officers of the Company and its subsidiaries as determined by the Compensation Committee (such other key officers as determined by the Compensation Committee are the “**key officers**”), (ii) overseeing, approving and evaluating the Company’s overall compensation and benefit philosophies, policies, plans and programs, (iii) assisting the Board in administering the Company’s equity compensation plans for its employees, and (iv) producing an annual report on executive compensation to include in the Company’s proxy statement, under applicable rules and regulations.

The Compensation Committee shall develop and oversee the implementation of the Company’s philosophy regarding the compensation of the Company’s executive officers and other key officers that will (i) reflect the financial and operational performance of the Company and achievement of financial and other performance objectives, (ii) align the interests of such officers with the interests of its stockholders and (iii) provide long-term incentives for such officers to contribute to the overall success of the Company. The Compensation Committee will seek to set compensation at levels that are sufficiently competitive for the Company to attract, retain and motivate high quality executive officers and other key officers who will contribute to the Company’s success. In assessing overall compensation for executive officers and other key officers, the Compensation Committee shall consider the Company’s performance and industry position, general industry data and the recommendations of third-party consultants and such analytical tools as the Compensation Committee deems appropriate.

Membership

The members of the Compensation Committee and its chairperson will be appointed by the Board upon the recommendation of the Governance and Nominating Committee, and will serve until the earlier of their resignation or removal by the Board in its discretion. The Compensation Committee shall consist of at least two (2) members of the Board. The members of the Compensation Committee shall meet the independence standards established by The Nasdaq Stock Market (“**Nasdaq**”) and the Securities and Exchange Commission (the “**SEC**”), as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of Nasdaq and the SEC, be “non-employee directors” as provided by Rule 16b-3 promulgated by the SEC under the Exchange Act, and shall meet any other criteria required by

applicable law or the rules and regulations of the SEC, Nasdaq and such other qualifications as may be established by the Board from time to time.

Any action duly taken by the Compensation Committee will be valid and effective, whether or not the members of the Compensation Committee satisfied the requirements for membership provided.

The chairperson of the Compensation Committee (or, in the chairperson's absence, a member designated by the chairperson or the Compensation Committee) shall preside at each meeting of the Committee, set the agendas for the Compensation Committee meetings and report regularly to the Board regarding the Compensation Committee's activities. In the absence of that designation, the Compensation Committee may designate a chairperson by majority vote of the Compensation Committee members, provided that the Board may replace any chairperson designated by the Compensation Committee at any time.

Authority Regarding Resources; Consideration of Independence Factors

The Compensation Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Compensation Committee meeting or to meet with any members of, or consultants to, the Compensation Committee, and shall be given full access to the Company's books, records and facilities. The Compensation Committee has the right, in its sole discretion, at any time to obtain advice, reports or opinions from external counsel, compensation and other advisors (each, a "**Compensation Advisor**") as well as internal counsel, and in each case as it deems necessary or appropriate to assist it in the full performance of its functions. The Compensation Committee shall meet with its Compensation Advisor(s) in executive session without management present at least annually and more frequently in its discretion. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Compensation Committee. Before selecting or receiving advice from a Compensation Advisor, the Compensation Committee shall consider such factors (the "**Independence Factors**") as may be required by Nasdaq rules or the applicable rules of the SEC with respect to the independence of the Compensation Advisor.

Responsibilities and Duties

The principal responsibilities and duties of the Compensation Committee are as follows:

1. Oversee the Company's overall compensation plans and benefits programs, and make recommendations to the Board regarding improvements or changes to such plans or the adoption of new plans where appropriate.
2. At least annually review the Company's overall compensation philosophy to ensure that the compensation payable to the Company's executive officers and other key officers provides overall competitive pay levels, creates proper incentives to enhance stockholder value, rewards superior performance, and is justified by the returns to stockholders.

3. As required, review the independence of advisors to the Compensation Committee, including compensation consultants and the Company's regular outside counsel, with reference to the Independence Factors.
4. At least annually, determine and approve the compensation of executive officers and other key officers including (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, perquisites, compensation or arrangements not available to employees generally based on this evaluation, all in keeping with the Company's compensation philosophy.
5. Review and approve performance goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate whether and to what extent performance goals have been attained at the end of each performance period. Review with the Chief Executive Officer his assessment of the performance of all other executive officers and other key officers and determine the impact of such performance on their compensation.
6. Interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their participation in annual and/or long-term incentive compensation plans and equity-based compensation plans.
7. Review and approve for the Company's executive officers and other key officers all employment agreements, consulting agreements, severance arrangements, change in control agreements, parachute payments, and periodically review any policies regarding any of the foregoing.
8. Develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by applicable law, regulation or relevant securities exchange rule) all stock ownership, stock option and other equity-based or incentive compensation plans of the Company, and all related policies and programs.
9. Make individual determinations and grant any shares, stock options, or other awards under all equity-based or incentive compensation plans, and exercise such other power and authority as required or permitted under such plans.
10. If and as it determines to be necessary or appropriate, or as required by applicable law, approve, or recommend to the Board for approval, the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees. When such policy has been duly approved, the Compensation Committee will administer that policy in accordance with its terms (such policy may also allow another committee of independent directors to administer it and this

sentence is not intended to abrogate such other committee's authority under the policy).

11. Review, discuss and determine the cash compensation and equity awards payable to members of the Board who are not employees of the Company, after seeking input from the full Board as the Compensation Committee believes appropriate.
12. Assess annually potential material risk to the Company from its compensation programs and policies, including incentive and commission plans at all levels, and determine whether any such risks require enhanced reporting in the proxy.
13. Periodically determine the Company's policy regarding compensation paid to the Company's officers in excess of limits deductible under Section 162(m) of the Internal Revenue Code.
14. Periodically review the impact of tax and accounting rules changes on the Company's compensation programs and policies.
15. Manage and review officer and director indemnification and insurance matters.
16. Consider the view of stockholders on executive compensation, including advisory votes to approve executive compensation, stockholder proposals and related matters.
17. At least once every sixth year (next required in 2029), recommend to the Board to include in the annual proxy statement a stockholder proposal regarding the frequency of stockholder advisory votes to approve executive compensation (a "Say When on Pay" stockholder advisory vote).
18. Review and discuss with the Company's management team and Compensation Advisors the Compensation Discussion and Analysis required in the Company's annual report or proxy statement and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders.
19. Provide, over the names of the members of the Compensation Committee, the required Compensation Committee report for the Company's annual report or proxy statement for the annual meeting of stockholders.
20. Periodically review with the Chief Executive Officer the development plans for executive management and officers of the Company, including succession plans for officers and key staff including the Chief Executive Officer.
21. Annually evaluate the performance of the Compensation Committee and its members, including the Compensation Committee's compliance with this charter, review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

22. Have this charter posted on the Company's website and/or published in accordance with applicable SEC and Nasdaq rules and regulations.

Meetings

The Compensation Committee will meet at least quarterly, or more frequently as the Compensation Committee, in its discretion, deems it desirable to do so. The Compensation Committee may establish its own schedule, which it will provide to the Board.

When the Compensation Committee meets to evaluate and vote on the compensation of any Company employee, such employee may not be present during such evaluations or vote.

Minutes; Reports

The Compensation Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall report its actions to the Board on a regular basis and make such recommendations to the Board as it deems appropriate.

Delegation of Authority

The Compensation Committee may form and delegate authority to one or more subcommittee as it deems appropriate in its sole discretion. The Compensation Committee may revoke its delegation of authority at any time.