

## **HAWAIIAN HOLDINGS, INC.**

### **CODE OF ETHICS**

**As amended November 16, 2016<sup>1</sup>**

The reputation of Hawaiian Holdings, Inc. (the “Company”) as a fair, reputable and honest organization can only be maintained if all of its employees, officers and directors adhere to high moral and ethical standards in conducting the Company's business. Therefore, the Company has adopted this Code of Ethics (the “Code”) to document and govern the basic standards and principles necessary to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in this Code of any material transaction or relationship that reasonable could be expected to give rise to such a conflict;
- full, fair, accurate, timely and understandable disclosure in reports and documents the Company files with or submits to the U.S. Securities and Exchange Commission and in the Company’s other public communications;
- timely reporting of illegal and/or unsafe behavior;
- compliance with applicable laws, rules and regulations;
- the prompt internal reporting of violations of this Code; and
- accountability for adherence to this Code.

#### **1. Business Conduct**

- 1.1** The Company's directors, officers and employees shall conduct themselves in a fair, ethical, legal and honest manner.
- 1.2** They shall not engage in conduct or activity that could raise questions as to the Company's honesty or reputation or otherwise cause embarrassment to the Company

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<sup>1</sup> As amended by the Board of Directors effective November 16, 2016 to address certain whistleblower activities and obligations of employees with respect to reporting illegal and/or unsafe behavior, update the appropriate company contact person in certain circumstances and improve overall formatting and style.

or its stakeholders. There should be careful observance of laws and regulations, as well as high regard for appropriate standards of conduct and personal integrity.

**1.3** While it is impracticable to describe every improper act or practice, the Company deems the following standards of conduct to be particularly important.

**A Use of Company Assets**

The Company's offices, equipment, supplies, information and other resources may not be used for personal use or activities that are not related to the employment or responsibilities of its directors, officers and employees, except for any activities that have been approved in advance by the supervisor of such individual or, if it is a material use, the prior approval of the Company's Chief Legal Officer.

**B Competition and Fair Dealing**

The Company will compete fairly and honestly, and will seek competitive advantage through superior performance and not unethical or illegal business practices. Each director, officer and employee will respect the rights of and deal fairly with the Company's customers, suppliers, competitors and each other. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair-dealing practices. No director, officer or employee will knowingly make false or defamatory public remarks about a competitor or improperly, unethically or illegally obtain or use proprietary information, intellectual property or trade secrets of a competitor, collaborator or any other third party.

**C Confidentiality**

Confidentiality of information entrusted to employees, officers and directors must be maintained unless disclosure is authorized by the Chief Legal Officer or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. When in doubt, the Chief Legal Officer should be consulted. The obligation to preserve confidential information continues even after employment ends.

**D Payments to or from Customers or Vendors**

In order to avoid the appearance of improperly influencing or being influenced by any customer, supplier or vendor of the Company, a director, officer or employee may not accept or provide a gift, favor or entertainment to a customer, vendor, or other person or organization in connection with the Company's business unless all of the following criteria are met: (i) it is

reasonable and not excessive in relation to customary industry practices; (ii) it cannot, in the circumstances, be reasonably construed as a bribe, payoff or kickback; (iii) public disclosure of it would not embarrass the Company; (iv) the item is consistent with the normal and accepted business ethics of the industry and country in which it is provided; (v) it does not violate the laws of the United States or the country in which it is provided; and (vi) it is not in the form of cash or cash equivalents, other than cash bonuses to employees or consultants.

**E Political Contributions and Payments to Government Officials or Employees**

No corporate funds, merchandise or service may be paid or furnished, directly or indirectly, to a political party, committee, organization, political candidate or incumbent, government official or government employee, except if legally permissible and approved in advance in writing. Any assistance or entertainment provided to any government official or office should never, in form or substance, compromise the Company's arm's-length business relationship with the government agency or official involved. Any request for such approval should be directed to the Chief Legal Officer.

**F Reporting Potentially Illegal and/or Unsafe Behavior**

- (1) The Company encourages all employees to promptly report any potentially illegal and/or unsafe behavior (including activity credibly reported to them by others even if not personally observed or verified by the officer or employee) if they have a good faith basis to believe or reasonably suspect the occurrence of such behavior.
- (2) The Company requires officers and any employee holding a leadership position in the Company (including but not limited to managers, chiefs, and leads) to promptly report any potentially illegal and/or unsafe behavior (including activity credibly reported to them by others even if not observed or verified by the officer or employee in a leadership position) if they have a good faith basis to believe or reasonably suspect the occurrence of such behavior.
- (3) "Illegal behavior" means conduct commonly and clearly understood to be criminal in nature and potentially punishable by imprisonment as well as any act that may result in fines or penalties under federal, state, or local laws, including but not limited to harassment or improper financial transactions.
- (4) "Unsafe behavior" means activity conducted in a manner that compromises the health and/or safety of others or potential serious damage to property.

## **2. Conflict Of Interest**

The Company's directors, officers and employees have an obligation to be loyal to and act in the best interests of the Company and, therefore, should avoid any actions or affiliations that may involve, or appear to involve, a conflict of interest with the Company. Directors, officers and employees should not have any financial or other business relationship with suppliers, customers or competitors that could reasonably be expected to impair, or even appear to impair, their independence or cloud any judgment they may need to make on behalf of the Company. Employees, officers and directors should not engage in activities that compete with the Company. If an officer or employee is aware of a possible or actual conflict of interest concerning himself or herself or another officer or employee, or is concerned that one might develop, he or she should bring the matter to the Chief Legal Officer. If a director is aware of a possible or actual conflict of interest regarding himself or herself or another director, or concerned that one might develop, he or she should discuss it with the Chairperson of the Audit Committee. The Audit Committee has the ultimate responsibility for the review and resolution of conflicts of interest and approval of related party transactions involving directors and officers of the Company.

### **2.1 Actions Counter to the Company's Best Interests**

A director, officer or employee may not divert a business opportunity that could reasonably be expected to be of interest or benefit to the Company, for his or her own personal benefit. If an officer or employee becomes aware of such a business opportunity through the use of corporate property, information or position, he or she should disclose the matter and the relevant facts to the Chief Legal Officer. If a director becomes aware of such a business opportunity through the use of corporate property, information or position, he or she should disclose the matter and the relevant facts to the Chairperson of the Audit Committee for consideration. If the Company makes a determination that it is not interested in pursuing the disclosed opportunity and has no reasonable objections, the director, officer or employee may then pursue the opportunity for his or her own benefit.

### **2.2 Other Employment**

Except for intermittent activities on behalf of recognized and legitimate not-for-profit or charitable organizations, an officer (other than an officer who works without compensation) or employee may not engage in employment outside the Company without the Company's approval. Any request for such approval for an officer should be directed to the Chief Legal Officer.

### **2.3 Outside Directorship and Investments**

A director, officer, or employee may not serve as a director of, or have a business or material financial interest in, any organization competing with the Company or engaged in current or prospective dealings with the Company (i.e. a competitor, customer, vendor, landlord or tenant) without prior written approval by the Company.

In the case of an officer or employee, such matters should be disclosed to the Chief Legal Officer for consideration, and in the case of a director, any such approvals need to be made by the Audit Committee. For purposes of this issue, the business and financial interests of immediate family members of a director, officer or employee shall be considered the financial interests of such director, officer or employee. The Company will presume that ownership of less than five percent (5%) of a company's securities does not represent a material financial interest and therefore need not be disclosed or approved in advance.

## **2.4 Government Service**

Although a director's, officer's or employee's individual participation in routine political or community activities or service in government positions outside of the Company's normal business hours is not discouraged, such activities or service could potentially give rise to a conflict of interest. Any officer or employee wishing to be a candidate for any public office, whether elective or appointive, must obtain the Company's prior written approval. Any request for such approval should be directed to the Chief Legal Officer. Any director seeking to become a candidate for or appointed to a political office must obtain such approval from the Chairperson of the Governance and Nominating Committee. A director, officer or employee holding a government office or position should abstain or recuse him or herself from any vote or decision that involves, or could potentially be perceived to involve, the Company's interest or otherwise appear as a conflict of interest.

## **3. Compliance with Laws and Regulations**

All directors, officers and employees shall comply in all material respects with all laws, rules and regulations applicable in the country, state and local jurisdictions where the Company's business is conducted. The laws discussed below are some of the laws that may have particular importance to the Company. If compliance with the Code should ever conflict with a law, all directors, officers and employees shall comply with the law.

### **3.1 Foreign Corrupt Practices Act**

Among other restrictions, the Foreign Corrupt Practices Act (the "FCPA") prohibits companies from paying or offering to pay anything of value to any non-U.S. government official, government employee, political party or political candidate to obtain or retain business or to influence a person working in an official capacity. Violations of this act can result in significant penalties to the Company and any individual involved.

### **3.2 Insider Trading**

United States and foreign securities laws, as well as the Company's policies, prohibit officers, affiliates and other "insiders" from trading the Company's securities, or those of other companies (for example, a vendor or the subject of a possible acquisition),

while that individual is in the possession of material, non-public information regarding the Company or such other company. These “insider trading” laws also prohibit providing material, non-public information to other individuals who ultimately trade the security. Because of the severity of the penalties provided by law and the potential for damage to the Company's reputation as a result of such unlawful trading, directors, officers and employees are expected to strictly abide by the laws described above and the Company's Insider Trading Policy. In addition to Company sanctions, violation of “insider trading” laws may result in serious criminal penalties for the individual, including fines and imprisonment, if trading is found to involve a willful violation of the law.

### **3.3 Anti-Trust**

Federal and state anti-trust laws are based on the premise that open and fair competition in a free marketplace will lead to appropriate prices and promote an efficient, productive economy. These laws, while complex, generally prohibit the following general types of behavior or activities: (1) unreasonable agreements among competitors that fix prices or otherwise reduce or limit competition; (2) unreasonable agreements between buyers and sellers that impose uncompetitive restrictions on either party; (3) the maintenance of monopoly power through anti-competitive conduct or the attempt to create a monopoly through unreasonable conduct; and (4) charging competing buyers different prices for the same product or group of products (i.e. price discrimination). Federal and state antitrust laws also prohibit mergers and acquisitions that may substantially lessen competition. Directors, officers and employees shall not knowingly act in a manner that would result in a breach of any anti-trust laws. The costs and consequences of investigation or litigation in this area can be significant. Violation of any antitrust laws could expose a director, officer, or employee and the Company to criminal penalties.

### **3.4 Industry Regulations**

- A** Airlines are extensively regulated by numerous governmental authorities in the United States and other countries. If the Company fails to comply with applicable regulatory requirements, the Company may be subject to a variety of administrative or judicially imposed sanctions. Directors, officers and employees are expected to comply with applicable laws, rules and regulations.
  
- B** If any officer or employee has any question about the applicability of these or other laws or regulations to any activities or contemplated activities by such person, he or she should discuss this matter with the Chief Legal Officer. If a director has any question about the applicability of these or other laws or regulations to any of their current or contemplated activities, he or she should discuss the matter with the Chairperson of the Audit Committee.

## **4. Disclosure and Communications**

### **4.1 Public Reporting**

The Company and its directors and officers shall provide full, fair, accurate, timely and understandable disclosure in the reports and documents filed or submitted by the Company to the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company.

### **4.2 Accounting Procedures and Documentation**

All transactions shall be properly recorded in a timely manner in the Company's books and records. No director, officer or employee shall intentionally or knowingly omit or mischaracterize any transaction in order to disguise or hide its true nature. Further, an officer or employee shall not intentionally falsify or incorrectly record or report any transaction or entry into the Company's books and records that will knowingly result in financial statements and/or financial statement balances that are not materially accurate or otherwise not in conformance with generally accepted accounting principles (“GAAP”). Finally, officers and employees must comply with the system of internal controls the Company has established that have been designed to safeguard its assets and to ensure its financial statements conform to GAAP.

### **4.3 Relations with Auditors**

The Company's auditors have a duty to review the Company's records in a fair and accurate manner. Officers, directors and employees shall cooperate with the Company's independent and internal auditors in good faith and in accordance with law. No director, officer or employee shall fraudulently induce or influence, coerce, manipulate or mislead the Company's independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to the auditor's engagement. Further, a director, officer or employee may not engage any outside auditor to perform any audit, audit-related, tax or other service, including consulting, without written approval from the Company's principal accounting officer and the Audit Committee.

### **4.4 Communications with Analysts, the Media, Governmental Agencies and Others**

**A** For publicly-held companies, U.S. securities laws require that public dissemination of material, non-public information be made in a fair and non-discriminatory manner so that all investors, or potential investors, have the opportunity to receive such information at the same time. Selective disclosure, or the disclosure of material, non-public information to selective audiences or individuals, is prohibited under U.S. securities laws. In order to avoid unintended selective disclosure, all inquiries from securities analysts, investors, stockholders, investment bankers, etc. should be immediately

directed to the Company's Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.

- B** In the event a director, officer or employee receives an inquiry from a governmental or regulatory agency on matters outside his or her specific area of responsibility, such inquiry should be directed to the appropriate officer of the Company, or the Chief Legal Officer. All inquiries from the media should be immediately directed to the Company's Chief Executive Officer, Chief Financial Officer or Chief Legal Officer.

## **5. Implementation and Enforcement**

### **5.1 Enforcement**

- A** Any non-accounting issues, complaints, questions, concerns or suspicions regarding any conduct of which an officer or employee becomes aware of that he or she reasonably believes may constitute a violation of this Code should be promptly reported to the Chief Legal Officer, who will hold such reports in confidence. Depending on the nature of the issue and the related facts and circumstances, the Chief Legal Officer may direct the matter or otherwise involve the Chief Executive Officer, Chief Financial Officer, Senior Vice President of Human Resources, Chairperson of the Audit Committee, the Chairperson of the Governance and Nominating Committee or the Company's outside counsel, as appropriate. If a director becomes aware of any conduct that he or she reasonably believes may constitute a violation of this Code, such director should promptly report such conduct to the Chairperson of the Audit Committee or the Chairperson of the Board, as appropriate. In the event that an officer is also a director of the Company, that officer should follow the guidelines provided by this Code as if he or she were a director.
- B** Any officer or employee may also report any illegal and/or unsafe behavior by (1) reporting the incident the Human Resources Department, (2) reporting the incident the Corporate Security Division, or (3) reporting the incident to The Network at 1-800-353-5354 or [www.tnwinc.com/webreport](http://www.tnwinc.com/webreport).
- C** In the event that a director, officer or employee or any other third-party has a question, becomes aware of an issue or has a complaint, concern, question or suspicion (1) regarding the Company's accounting, accounting procedures or accounting personnel, (2) related to an audit of the Company or the auditors charged with handling the audits, (3) regarding the reporting or disclosure of a matter contained in the Company's financial records, financial reports or audit reports, (4) regarding the internal accounting controls of the Company, or (5) regarding any accounting-related conduct such person reasonably believes may constitute a violation of this Code, such person should report their concern to the Chairperson of the Audit Committee.

- D** The Chief Legal Officer shall regularly report to the Audit Committee all matters or issues arising under this Code (including resolution of such matters or issues) that are brought to his or her attention. The Chairperson of the Audit Committee will provide a report to the Board of Directors (the “Board”), at least once per year, or more often if the circumstances dictate, that summarizes any matters arising under this Code.
- E** Suspected violations will be investigated under the supervision of the Chief Legal Officer, as he or she deems appropriate upon consultation with the Board, if necessary. Each officer, director and employee of the Company is expected to cooperate in the investigation of reported or alleged violations.
- F** When practical and appropriate under the circumstances, and in order to protect the privacy of the persons involved, those individuals investigating a suspected violation will attempt to keep confidential the identity of each individual who reports a suspected violation or who participates in an investigation. There may be situations, however, when this information or the identity of the individuals involved must be disclosed as part of the investigation process.
- G** If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have an opportunity to respond to any allegations made against that person. The Company will strive to enforce the Code in a prompt and consistent manner.
- H** A violation of this Code may result in disciplinary action, including removal from office or termination of employment. Legal proceedings may also be commenced, if necessary, to recover the amount of any improper expenditures, any profits realized by the offending director, officer or employee, and any financial harm sustained by the Company. In certain circumstances, violations of this Code will be reported by the Company to the applicable authority if such violations likely violate state or federal criminal laws.

## **5.2 Non-Retaliation**

- A** In order for this Code to be effective, directors, officers and employees must feel free to bring forth their good faith concerns without the fear of retribution or retaliation from the Company or any other director, officer or employee. The Company does not condone nor will it not tolerate any retaliation against an individual who lawfully and in good faith reports any misconduct or violations of this Code. Further, an employee who provides information regarding any conduct the employee reasonably believes constitutes a violation of the securities laws or financial fraud statutes (1) to any governmental authority, (2) by testimony or otherwise in any proceeding pending or about to be commenced concerning such a violation or (3) to any

person with supervisory authority over the employee or authorized by the Company to investigate such conduct, may not be discharged, demoted, discriminated or otherwise retaliated against based upon the information such employee has provided.

- B** Directors, officers and employees, if asked, are expected to fully cooperate in internal and external investigations of any reported or alleged misconduct or violation of this Code.

## **6. Waivers and Amendments**

- 6.1** Any request for a waiver of any provision of this Code shall be communicated immediately to the Chief Executive Officer and the Chief Legal Officer. Any waiver of this Code with respect to directors or officers shall be reported to, and be subject to the approval of, the Board. Any waiver of this Code with respect to directors or officers shall be promptly disclosed as required by law and any applicable regulations of the SEC and any exchange on which the Company's securities may be traded.
- 6.2** This Code may be modified, amended or supplemented from time to time. Any amendment of this Code shall be approved by the Board and shall be promptly disclosed as required by law and any applicable regulations of the SEC and any exchange on which the Company's securities may be traded.

## **7. General**

- 7.1** This Code is a corporate statement of policy, the contents of which may be modified substituted or altered at any time by the Company. This Code does not create a contract of employment or alter the employment relationship that exists between the Company and its employees.
- 7.2** This Code is posted on the Company's website and will be provided to all of the Company's directors, officers and employees. Officers are encouraged to explain and discuss this Code with employees to ensure they recognize the existence and understand the applicability of this Code.
- 7.3** Nothing in this Code or any other Company document prohibits employees from engaging in any Protected Activity. "Protected Activity" means filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by any federal, state or local government agency or commission, including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration, the Office of Federal Contracts Compliance Programs, the Federal Aviation Administration, and/or the Department of Transportation ("Government Agencies"). In connection with such Protected Activity, employees are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the

Company. Regardless, in making any such disclosures or communications, employees should take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute Company confidential information to any parties other than the Government Agencies. “Protected Activity” does not permit the disclosure of any Company attorney-client privileged communications.

**8. Acknowledgment of Receipt and Compliance with the Code**

All directors, officers and employees shall certify that they have read and understand this Code, and that they have also had an opportunity to review any questions on the interpretation of the policies described in this Code.