

HAWAIIAN HOLDINGS, INC.
AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER
As amended through May 18, 2016

Purpose

Acting pursuant to Section 141 of the Delaware General Corporation Law and Article 4 of the Amended 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 executive officers 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 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, and will serve at the discretion of, the Board. The Compensation Committee shall consist of at least two (2) members of the Board. The members of the Compensation Committee shall be “independent” to the extent required by the listing standards of the NASDAQ Stock Market (“**NASDAQ**”) and the rules and regulations of the Securities and Exchange Commission (the “**SEC**”), and be “non-employee directors” as provided by Rule 16b-3 promulgated by the SEC under the Securities Exchange Act of 1934.

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.

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 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 and approve performance goals and objectives relevant to the compensation of executive officers and other key officers, evaluate the performance of such officers in light of those goals and objectives, determine and approve such officers' compensation levels 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, compensation or arrangements not available to employees generally based on this evaluation and certify whether and to what extent performance goals have been attained, all in keeping with the Company's compensation philosophy. In determining the long-term incentive component of compensation for executive officers and other key officers, the Compensation Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards at comparable companies, the awards given to such officers in past years and other factors that the Compensation Committee deems appropriate in connection with its review.
3. Interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their

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participation in incentive compensation plans and equity-based compensation plans.

4. Review and approve for the Company's executive officers and other key officers all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
5. 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.
6. 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.
7. Review, discuss and determine the cash compensation and equity awards payable to the directors, after seeking input from the full Board as the Compensation Committee believes appropriate.
8. Review, discuss and determine any equity awards to be granted to the directors and granting and administering such awards.
9. Assess annually potential material risk to the Company from its compensation programs and policies, including incentive and commission plans at all levels.
10. Establish and periodically review policies concerning perquisite benefits.
11. 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 ("**Section 162(m)**").
12. Periodically determine the Company's policy regarding change of control or "parachute" payments.
13. Manage and review officer and director indemnification and insurance matters.
14. Consider the view of stockholders on executive compensation, including advisory votes to approve executive compensation, stockholder proposals and related matters.
15. At least once every sixth year (next required in 2017), 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).

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16. Review and discuss with the Company's management team 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.
17. 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.
18. At least annually review the Company's overall compensation philosophy and evaluate the results of such policy 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 available to stockholders. As required, review the independence of advisors to the Compensation Committee, including compensation consultants and the Company's regular outside counsel, under the Independence Factors.
19. Have this charter posted on the Company's website and/or published in accordance with applicable SEC and NADAQ rules and regulations.
20. 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.

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

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revoke its delegation of authority at any time. Unless modified by action taken after the date this charter is approved, by the adoption of this charter, the Compensation Committee delegates to a subcommittee made up of those members of the Compensation Committee who are “outside directors” under Section 162(m) the nonexclusive authority to take any actions that require the approval or certification of a compensation committee made up solely of outside directors to qualify as “performance-based compensation” under Section 162(m).