

# SUN COUNTRY AIRLINES HOLDINGS, INC.

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

**Adopted by the Board of Directors Effective as of July 31, 2023**

### **I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Sun Country Airlines Holdings, Inc. a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”);
- (b) recommend to the Board for approval director nominees;
- (c) develop and recommend to the Board for approval corporate governance guidelines applicable to the Company;
- (d) oversee and advise the board concerning corporate governance matters; and
- (e) oversee the evaluation of the Board and the Chief Executive Officer (the “CEO”).

In fulfilling its responsibilities, the Committee shall strive to have the composition of the Board reflect diversity, balance and effectiveness, each in its broadest sense (*e.g.*, taking into consideration the communities served by the Company, skill sets, experience, tenure, gender, race, ethnicity, as well as breadth of knowledge, background and perspective) and consistent with the best interests of the Company.

### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and other nominating and corporate governance committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market (the “Exchange”) and any other applicable regulatory requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements; provided that one director who does not satisfy the applicable independence requirements of the Exchange may be appointed to and serve on the Committee, subject to compliance with the requirements of Nasdaq Listing Rule 5605(e)(3).

Members of the Committee shall be appointed by the Board and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board or, if not so designated, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees from time to time as it sees fit, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines, the Exchange and any other applicable regulatory requirements.

### **III. Meetings**

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require. In addition, the Committee shall meet in executive sessions at least twice a year in conjunction with regularly scheduled Committee meetings. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board for approval the criteria for Board membership, including as to director independence and diversity, and periodically review these qualifications with the Board.
2. Identify and interview individuals qualified to become members of the Board and recommend to the Board the election of such individuals at the next annual meeting of shareholders, to fill vacancies on the Board, or as otherwise needed on the Board. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines, obligations under its contractual arrangements, and any other criteria approved by the Board.
3. Review each director's continuation on the Board every three years at the end of the term of such director. As part of its formal review of directors, the Committee shall consider all factors which it deems appropriate, including director performance and attendance, other directorships held by the director, the alignment of the director's skill set with the needs of the Company, and any other criteria approved by the Board.
4. Consider and make recommendations regarding director nominees submitted by stockholders of the Company and review the qualifications of such candidates.
5. Review and make recommendations to the Board with respect to the size, composition and organization of the Board and committees of the Board, including the chairperson of the Board and each committee of the Board.

6. Oversee and advise the Board and the Board Chair on governance policy, practices and matters of governance structure and the conduct of the Board.
7. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's corporate governance guidelines, the Exchange or any other applicable regulatory requirements.
8. Develop and review annually with the Board succession plans for the CEO, Board Chair, and Board committee chairs, and make recommendations to the Board with respect to the selection and development of individuals to fill those positions. Oversee the succession plans for other executive officers of the Company in conjunction with the Compensation and Human Resources Committee.
9. Develop and conduct the annual evaluation of the Board.
10. On an annual basis, and together with the Board Chair, evaluate the performance of the CEO, with input from all independent directors, and communicate the results of the evaluation with the CEO and the full Board.
11. Develop and annually review the Company's corporate governance guidelines and recommend to the Board any changes the Committee deems appropriate.
12. Oversee the Company's orientation programs for new directors and continuing education programs for directors.
13. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.
14. Review and assess the adequacy of this Charter biennially and recommend to the Board any changes deemed appropriate by the Committee.
15. Review its own performance annually.
16. Report regularly to the Board.
17. 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. Resources**

The Committee shall have the authority, at its sole discretion, to retain and terminate search firms to identify director candidates, consultants and any other advisors (the “Advisors”) to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors.

The chairperson of the Committee, at the request of any member of the Committee, may request any officer, employee or advisor of the Company to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any Advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.