

# SUN COUNTRY AIRLINES HOLDINGS, INC.

## COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

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

### I. Purpose

The Compensation and Human Resources Committee (the “Committee”) of the Board of Directors of Sun Country Airlines Holdings, Inc., a Delaware corporation (the “Company”), shall have responsibility for the compensation of the Company’s executive officers, including the Company’s Chief Executive Officer (the “CEO”), and non-executive members of the Company’s board of directors, for executive incentive compensation and equity-based plans, and for the oversight of the Company’s human resources policies and practices and talent management, in each case as further provided in this Charter.

### II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and other compensation and human resources committee membership requirements of the Company’s corporate governance guidelines, the Nasdaq Stock Market (the “Exchange”), Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), and any other applicable regulatory requirements, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements.

Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board at any time. The Committee’s chairperson shall be designated by the Board on the recommendation of the Nominating and Corporate Governance Committee 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. Review and make recommendations to the Board with respect to the executive compensation philosophy, policies and programs that in the Committee's judgment support the Company's overall business strategy and review and discuss, at least annually, the material risks associated with executive compensation structure, policies and programs to determine whether such structure, policies and programs encourage excessive risk-taking and to evaluate compensation policies and practices that could mitigate any such risk.
2. On an annual basis, review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and other executive officers, evaluate the CEO's and the other executive officers' performance in light of those goals and objectives and determine and approve CEO and executive officer compensation based on this evaluation. In evaluating, determining and approving the long-term incentive component of CEO and executive officer compensation, the Committee shall consider the Nominating and Corporate Governance Committee's evaluation of executive officers and may consider, among such other factors as it may deem relevant, the Company's performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies, the value of similar awards given to other executive officers of the Company, the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act (the "Say-on-Pay Vote") and the awards given to the executive officer in past years. Neither the CEO nor any executive officer may be present during voting or deliberations relating to his or her compensation. For the avoidance of doubt, the CEO or any such executive officer may participate in discussions with the Committee regarding his or her compensation prior to deliberations or voting by the Committee.
3. Review and make recommendations to the Board with respect to the Company's executive incentive compensation and equity-based plans, including the Sun Country Airlines Holdings, Inc. 2021 Omnibus Incentive Plan, as amended from time to time (each, a "Plan" and collectively, the "Plans"). With respect to each such Plan, the Committee shall have responsibility for:
  - (a) governing the Plans, or, at the discretion of the Committee, delegating the governance of such Plans;
  - (b) setting performance targets under Plans as appropriate and committing to writing any and all performance targets for executive officers;
  - (c) approving that any and all performance targets used for any Plans have been met before payment of any executive bonus or compensation or exercise of any

executive award granted under any such Plans;

- (d) approving all amendments to, and terminations of, any of the Plans;
- (e) reviewing and approving any proposed amendments to payments made pursuant to any of the Plans, including changes to performance metrics that would affect payments made pursuant thereto;
- (f) granting any awards under any Plans to executive officers, including stock options and other equity rights (e.g., restricted stock, stock purchase rights).

In reviewing the Company's Plans, the Committee may consider a Plan's administrative costs, current Plan features relative to any proposed new features, the results of the most recent Say-on-Pay Vote and the performance of a Plan's internal and external administrators if any duties have been delegated.

- 4. Review and recommend to the Board for approval the compensation of non-executive directors for their service to the Board and committees thereof.
- 5. Review and approve any employment, severance or similar agreement with an executive officer of the Company.
- 6. Establish and periodically review policies concerning perquisite benefits for executive officers.
- 7. Determine and make recommendations to the Board for approval of the Company's policy with respect to change-of-control or "parachute" payments. In making recommendations to the Board in respect of the Company's policy with respect to change of control or "parachute" payments, the Committee may consider, among such other factors as it may deem relevant, the results of the most recent Say-on-Pay Vote on "parachute" payments, if any.
- 8. Review and approve executive officer and director indemnification and insurance matters.
- 9. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
- 10. Review, discuss with management, and, based on such review and discussion, determine whether to recommend to the Board the Company's compensation disclosures and Compensation Discussion and Analysis in its annual proxy statement and its Annual Report on Form 10-K, as applicable.
- 11. Review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say-on-Pay Votes required by Section

14A of the Exchange Act, and review and make recommendations 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.

12. Review and recommend to the Board for approval any report required by applicable rules and regulations or listing standards, including the report required by the SEC, to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the SEC.
13. Periodically review the Company's human resources policies and practices, including talent management, employee engagement, and compensation-related policies, such as stock ownership guidelines for executive officers and clawback policies.
14. Review and discuss with management the Company's strategies in support of an inclusive and diverse company culture.
15. Oversee risks related to the Company's human capital management and diversity and inclusion-related risks through its regular review of the Company's practices, policies and programs, including with respect to workplace environment and culture, pay equity and talent attraction and retention.
16. Develop and recommend to the Board for approval an executive officer succession plan (the "Succession Plan"), review such Succession Plan periodically, evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.
17. Review and assess the adequacy of this Charter biennially and recommend to the Board any changes deemed appropriate by the Committee.
18. Review its own performance annually.
19. Report regularly to the Board.
20. 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 to retain or terminate, at its sole discretion, compensation consultants, independent legal counsel or other advisors (collectively, "Advisors") to assist the Committee in its responsibilities and shall be directly responsible for overseeing the work of such Advisors. 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 the independence factors relevant to the advisor's independence from management specified in Nasdaq Listing Rule 5605(d)(3) and any other independence factors that it is required to consider by law or the Exchange rules.

The chairperson of the Committee, at the request of any member of the Committee, may request that any officer, employee or advisor of the Company 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 Advisors or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.