

REPUBLIC AIRWAYS HOLDINGS INC.
COMPENSATION COMMITTEE
CHARTER

(Adopted November 14, 2025)

Purposes

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Republic Airways Holdings Inc. (the “Company”) is established for the purposes of:

- (i) discharging the Board’s responsibilities in respect of compensation of the Company’s executive officers¹, including approving individual executive officer compensation;
- (ii) overseeing the Company’s overall compensation and benefit philosophies;
- (iii) designing and implementing incentive compensation programs for the Company’s executive officers and managerial employees; and
- (iv) performing any other functions required by law or regulation.

The Committee will exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stakeholders, including shareholders. No provision of this Charter, however, shall create any right in favor of any third party, including any stakeholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter. In discharging its duties, the Committee and the Board should be guided by any executive compensation philosophy adopted by the Committee, including, but not limited to, the following principles: compensation should fairly pay directors and management for the work required; compensation should align directors’ and management’s interests with the long-term interests of stakeholders; compensation should reasonably align with those in the Company’s peer group; and the structure of the compensation should be simple, transparent, and easy for stakeholders to understand.

Organization

The Committee shall consist of two or more members of the Board, and, each member shall (i) be determined by the Board of Directors to be “independent” under the rules of The Nasdaq Stock Market LLC (“Nasdaq”) and (ii) be a “Non-employee Director” within the meaning of Rule 16b-3 under the Exchange Act. It shall be the responsibility of each member of the Committee to immediately disclose to the Chairperson of the Committee any relationship that, either in fact or in appearance, might impact the independent judgment of such

¹ As used in this Charter, “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

member in his or her service as a member of the Committee.

Committee members shall be appointed by the Board and shall serve at the pleasure of, and may be replaced at any time by, the Board. Vacancies on the Committee shall be filled by action of the Board. The Board may designate one member of the Committee as Chairperson and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee or by written consent one member of the Committee as its Chairperson. The Chairperson and each other member of the Committee shall serve until the earlier of (i) the date he or she ceases to be a member of the Board, and (ii) the date of his or her resignation from the Committee or removal from the Committee by the Board.

Authority

The Committee shall have the right to, in its sole discretion, retain, obtain the advice of and terminate compensation consultants to assist in the evaluation of director, Chief Executive Officer (“CEO”) or executive officer compensation and the design and implementation of broad based incentive programs for the Company’s employees, including the authority to approve the terms and conditions of the retention of any such consultants and the fees and costs of such retention. The Committee also shall have the authority to retain, in its sole discretion and at the Company’s expense, and to obtain advice and assistance from, legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers, other than in-house legal counsel, that will provide advice to the Committee as may be required by the Nasdaq from time to time. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee’s compensation consultant raised any conflict of interest.

The Committee shall have such authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter and any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officers of the Company. So long as in compliance with applicable law, the Committee may form one or more subcommittees composed of two or more of its independent members and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to its Chairperson or to such subcommittees as the Committee may deem appropriate in its sole discretion.

Duties

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

- To review and approve the corporate goals and objectives applicable to the compensation of the CEO, evaluate, with consideration for the input of the Chairman of the Board, or independent Lead Director if Chairman of the Board and CEO are the same, at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation (including salary, long-term incentives, bonuses, equity incentives, perquisites, severance payments and other benefits).
- To evaluate, with consideration for the input of the CEO, at least annually all other executive officers' performance, including in light of any established goals and objectives, and determine and approve the compensation level of all other named executive officers based on this evaluation (including salary, long-term incentives, bonuses, equity incentives, perquisites, severance payments and other benefits).
- To review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other current or former executive officers or directors, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- To make recommendations to the Board concerning adopting and amending incentive compensation plans applicable to executive officers generally and equity compensation plans for all employees.
- To fix and determine awards to officers and employees of restricted stock units, stock options, shares of stock, stock appreciation rights and other equity interests pursuant to any of the Company's equity compensation plans from time to time in effect and exercise such other power and authority as may be permitted or required under such plans. The Committee may provide for the delegation of these functions (including delegation of authority to one or more officers in respect of awards to non-executive officers) as permitted by the respective plans and applicable law.
- To review and approve the list of companies to be included in any compensation peer group used to benchmark pay levels based on criteria the Committee deems appropriate and review such peer group compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation arrangements for the CEO, the other executive officers and the directors of the Company relative to comparable companies in the Company's peer group.
- To periodically review and make recommendations to the Board with respect to the

compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.

- To periodically review and make recommendations to the Board with respect to director and officer insurance programs and indemnification.
- To periodically provide to the Board written or oral summaries of the Committee's activities and proceedings.
- To exercise any fiduciary, administrative or other function assigned to the Committee under any of the Company's incentive compensation and benefit plans.
- To review this Charter at least annually and recommend any proposed changes to the Board for approval.
- To review the Company's compensation policies and practices for all employees in light of the Company's risk profile and risk management process and assess whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
- To prepare the compensation committee report on executive officer compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- To oversee the preparation of a "Compensation Discussion and Analysis (CD&A)" for inclusion in the Company's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and to align on the version of the CD&A to be recommended to the Board of Directors for inclusion in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
- Review and approve any stock ownership guidelines for directors and executive officers of the Company and any "clawback" policy of the Company and monitor compliance therewith.
- Oversee the Company's submission to a stockholder vote of matters relating to compensation, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans (including for the purpose of increasing the number of shares available under such plan), and discuss the results of any applicable advisory votes on executive compensation with respect to the Company's named executive officers.

The list of activities set forth above is not an exhaustive list of all of the permitted activities of the Committee and the Committee may take such other actions as its members from time to time deem necessary or appropriate.

Administration

The Committee may determine its own rules and procedures, which shall be consistent with the bylaws of the Company and this Charter. In the absence of such determination, the Committee will be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, at least four times each year. Meetings of the Committee may be called as needed by the Chairperson of the Committee, a majority of the members of the Committee or the Company's President. The Chairperson will preside, when present, at all meetings of the Committee. The Committee may request that members of management or outside consultants and advisors be present at meetings to assist the Committee in performing its duties and the Committee may hold executive sessions at its discretion. The CEO may not be present during voting or deliberations on his or her compensation. Minutes of each meeting will be kept and maintained with the books and records of the Company.

Reporting

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Further, the Committee shall annually assess its performance to confirm that it is meeting its responsibilities under this Charter and report the results of such assessment to the Board. In this review, the Committee shall consider, among other things, (a) the appropriateness of the scope and content of this Charter, (b) the appropriateness of matters presented for information and approval, (c) the sufficiency of time for consideration of agenda items, (d) the frequency and length of meetings, and (e) the quality of written materials and presentations. The Committee may recommend to the Board such improvements or changes to this Charter as it deems appropriate from its annual review.

Miscellaneous

Nothing contained in this Charter is intended to expand, or should be construed as expanding, applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter may be amended from time to time by the Board.