

**SAFETY, SECURITY AND OPERATIONS COMMITTEE CHARTER OF
SPIRIT AIRLINES, INC.**

This Safety, Security and Operations Committee Charter was adopted by the Board of Directors (the “Board”) of Spirit Airlines, Inc. (the “Company”) on January 21, 2015 and amended on June 14, 2016.

I. Purpose

The purpose of the Safety, Security and Operations Committee (“Committee”) is to assist the Board in overseeing the Company’s activities, programs and procedures with respect to safety, security and airline operations.

In addition to the authority expressly delegated by the Board to the Committee in this charter, the Committee may exercise other powers and carry out other responsibilities delegated to it by the Board from time to time. The powers and responsibilities delegated by the Board to the Committee from time to time, in this charter or otherwise, shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee) shall be in the Committee’s sole discretion.

II. Membership and Operations

The Committee shall consist of at least three members of the Board. Each member of the Committee and the Chair of the Committee shall be appointed by, and shall serve at the discretion of, the Board.

The Committee will meet with such frequency and at such times as the Board, the Committee Chair or a majority of the Committee members shall determine. The Secretary of the Company will ensure that an agenda of each meeting, as approved by the Chair, is circulated to each Committee member in advance. Minutes of all Committee meetings will be recorded and kept with the corporate records of the Company.

A majority of Committee members shall constitute a quorum for a meeting. Meetings may be held in person or telephonically. Committee actions at a meeting shall require a vote of a majority of Committee members in attendance. The Committee also may act by unanimous written consent. Other members of the Board shall be permitted to attend meetings of the Committee *ex officio*, at the discretion of the Committee. The Committee also may exclude members that are employee directors from any meeting or portion thereof.

The Committee shall have free and direct access to Company management and to advisers retained by the Company, including legal counsel. The Committee also shall be entitled to retain independent advisers and legal counsel, in its discretion, the fees and expenses of which

shall be borne by the Company. The Committee may conduct any investigation it deems necessary or appropriate in fulfilling its responsibilities, provided that it is not the Committee's responsibility to assure that the Company complies with specific legal or regulatory requirements or the Company's Code of Business Conduct and Ethics

The Committee's role is to provide oversight. The administration, activities, procedures and execution of matters related to the subject areas within the Committee's purview are the responsibility of management. Management is also responsible for the preparation, presentation and integrity of information requested from it by the Committee from time to time. The Committee shall be entitled to rely on Company management and on advisers, within their respective areas of expertise, to the fullest extent permitted by applicable law or regulation, and to rely on the accuracy and integrity of information provided to it.

III. Authority

The Committee is authorized to do the following:

- (a) Review Company safety programs, policies and procedures and operational compliance;
- (b) Review the Company's policies, procedures and investments, and monitor Company activities, with respect to physical and information security;
- (c) Review Company strategies and actions to address operating, reliability and safety performance objectives and metrics.
- (d) Review other aspects of airline operations, including without limitation with respect to organization and staffing, and the Company's relationship with organized workgroups;
- (e) Review such other activities of the Company relating to safety, security or operations as it considers relevant or advisable;
- (f) Undertake such other responsibilities as may be delegated to it by the Board from time to time; and
- (g) Assess Company performance, make recommendations to the full Board and to management, and direct management to undertake actions, relating to any of the foregoing.

IV. Miscellaneous

The Committee may consult or meet jointly with any other standing or *ad hoc* committee of the Board, including without limitation in areas of overlapping interest or responsibility.

The Committee will report periodically to the Board on its activities. The Committee also will periodically review this charter and its performance.

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