

**HAWAIIAN HOLDINGS, INC.
AMENDED AND RESTATED
GOVERNANCE AND NOMINATING 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 (the “**By-laws**”) of Hawaiian Holdings, Inc., a Delaware corporation (the “**Company**”), the Board of Directors of the Company (the “**Board**”) has established a Governance and Nominating Committee (the “**Committee**”) for the purpose of (a) monitoring and overseeing matters of corporate governance, including the evaluation of Board performance and processes and the “independence” of directors, and (b) identifying, selecting, evaluating and recommending to the Board qualified candidates for election or appointment to the Board or a committee of the Board. The Committee’s goal is to attempt to ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and the Company’s stockholders and that the Company has and follows appropriate corporate governance standards.

Membership

The Committee and its chairperson will be appointed by, and serve at the discretion of, the Board. The Committee shall consist of at least two (2) members of the Board. The members of the 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**”).

Any action duly taken by the Committee will be valid and effective, whether or not the members of the Committee satisfied the requirements for membership provided.

Authority Regarding Resources

The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee, and shall be given full access to the Company’s books, records and facilities. In the course of fulfilling its duties, the Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Company’s expense, without consulting with, or obtaining approval from, any officer of the Company in advance.

Responsibilities and Duties

The principal responsibilities and duties of the Committee are as follows:

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1. Formulate, recommend to the Board and oversee the implementation and administration of the Company's corporate governance structure and framework, including corporate governance guidelines, and any modifications thereto.
2. Determine, and update as needed, the relevant criteria for membership on the Board and evaluate current Board members in accordance with such criteria.
3. Annually review and determine the "independence" of each director and member of a Board committee under applicable laws and regulations, including those promulgated by the SEC and NASDAQ.
4. Monitor and review any issues regarding the "independence" of directors or involving actual or potential conflicts of interest or related party transactions of directors or executive officers of the Company, other than related party transactions reviewed by the Company's Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
5. Evaluate any change of status or circumstances with respect to a director and determine the propriety of such director's continued service in light of such change.
6. Periodically review issues and developments related to corporate governance, provide updates and recommendations, as necessary, to the Board regarding such issues and developments and advise the Board on corporate governance matters.
7. Lead the search for, screen, evaluate and recommend to the Board qualified candidates or nominees for election to the Board at the annual meeting of stockholders or appointment as directors, and review director nominees submitted by stockholders, consistent with the Director Nomination Process attached hereto as Appendix A, which may be modified from time to time by resolution of the Committee.
8. Recommend Board committee assignments and committee chairs for consideration by the Board.
9. Recommend the number of members that shall serve on the Board.
10. Periodically administer and review with the Board an evaluation of the processes and performance of the Board in order to identify areas of concern or potential issues relating to Board and committee processes, performance and effectiveness and to assess and evaluate the overall effectiveness of individual directors.

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11. Periodically review the Company's Certificate of Incorporation and By-laws and make recommendations to the Board with respect to any proposed modifications.
12. Establish the procedures for the submission of candidates for election to the Board (including recommendations by stockholders of the Company).
13. Determine the manner in which stockholders may send communications to the Board (as a whole or individually), as well as the process by which stockholder communications will be relayed to the Board and appropriate responses from the Board, if any.
14. Periodically review the succession planning for the Company's Chief Executive Officer and other executive officers of the Company, reporting its findings and recommendations to the Board and work with the Board to evaluate potential successors.
15. Review corporate governance-related stockholder proposals and recommend Board responses.
16. Oversee compliance by the Board and its committees with applicable laws and regulations, including those promulgated by the SEC and NASDAQ.
17. Review the disclosures included in the Company's annual report and proxy statement regarding the Committee and the director nomination process, director independence and stockholder communication policies.
18. Make recommendations for the continuing education of Board members.
19. Periodically review the charter and composition of each Board committee and make recommendations to the Board for the creation of additional Board committees or the change in mandate or dissolution of Board committees, as may be necessary.
20. Annually evaluate the performance of the Committee and its members, including the Committee's compliance with this charter, review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
21. Have this charter posted on the Company's website and/or published in accordance with applicable SEC and NASDAQ rules and regulations.

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Meetings

The Committee shall meet at any time and from time to time, when and as determined in its discretion. The Committee may establish its own schedule, which it will provide to the Board.

Minutes; Reports

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The 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 Committee may form and delegate authority to one or more subcommittees as it deems appropriate in its sole discretion. The Committee may revoke its delegation of authority at any time.

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Appendix A

Director Nomination Process

Director Qualifications — The Board believes that individuals who are nominated by the Board to be a director should have demonstrated notable or significant achievements in business, education or public service; should possess the requisite intelligence, education and experience to make a significant contribution to the Board; should bring a range of skills, diverse perspectives and backgrounds to its deliberations; and should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the Company’s stockholders. The following attributes or qualifications will be considered by the Committee in evaluating a person’s candidacy for membership on the Board:

- *Management and leadership experience* — Relevant experience should include, at a minimum, a past or current managerial or leadership role in a public company, privately held entity, educational institution, governmental authority or nonprofit organization. Consideration will also be given to relevant industry experience; demonstrated experience relating to major challenges the Company faces or a unique understanding of the Company’s business environment
- *Skilled and diverse background* — All director candidates must possess the aptitude or experience to understand fully the legal responsibilities of a director and the governance processes of a public company, as well as the personal qualities necessary to make a substantial, active contribution to Board deliberations, including intelligence and wisdom, self-assuredness, interpersonal and communication skills, courage and inquisitiveness. Consideration will also be given to international experience and to financial management, reporting and control expertise or other experience that would qualify the candidate as a “financial expert” under established standards. Consideration will be given to assuring that the Board, as a whole, adequately reflects the diversity of the Company’s constituencies and the communities in which the Company conducts its business.
- *Integrity and professionalism* — The following are essential characteristics for each Board candidate: highest standards of moral and ethical character and personal integrity; “independence”, objectivity and an intense dedication to serving as a representative of the Company’s stockholders; a personal commitment to the Company’s principles and values; and impeccable corporate governance credentials.

Further, each Board candidate must be willing and able to commit a sufficient amount of time to discharging the duties of Board membership and should have a sufficient number of years available for service to make a significant contribution to the Company over time.

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Selection and Nomination Process — Whenever a newly created directorship or vacancy occurs on the Board, the Committee is responsible for identifying one or more candidates to fill such position or vacancy in accordance with the By-laws in effect at such time, investigating each candidate, evaluating his or her suitability for service on the Board and recommending a candidate to the Board. In addition, the Committee is responsible for recommending nominees for election or reelection to the Board at each annual meeting of stockholders.

The Committee is authorized to use any methods it deems appropriate for identifying candidates for Board membership, including recommendations from current Board members and recommendations from stockholders. The Committee may engage outside search firms to identify suitable candidates.

The Committee is also authorized to engage in any and all investigation and evaluation processes it deems appropriate, including a thorough review of the candidate's background, characteristics, qualities and qualifications and personal interviews with the Committee as a whole, one or more members of the Committee or one or more other Board members.

Stockholder Recommendations — Candidates recommended by the Company's stockholders in accordance with all of the requirements set forth in the By-laws will be considered in the same manner as other candidates. A stockholder who wishes to make a recommendation should submit such recommendation in writing, along with appropriate supporting documentation and information, to the Governance and Nominating Committee, c/o Secretary, Hawaiian Holdings, Inc., 3375 Koapaka Street, Suite G-350, Honolulu, HI 96819 in accordance with all of the requirements set forth in the By-laws.

Each stockholder recommendation will be processed expeditiously upon receipt of the recommendation. If the Committee determines that a stockholder-recommended candidate is suitable for Board membership, it will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next Board vacancy or, if practicable, in connection with the next annual meeting of stockholders.

Re-Election of Existing Directors — In considering whether to recommend directors who are eligible to stand for re-election, the Committee may consider a variety of factors, including a director's contributions to the Board and ability to continue to contribute productively, attendance at Board and committee meetings (including satisfying the expectations for individual directors), as well as whether the director continues to possess the attributes, capabilities and qualifications considered necessary or desirable for Board service, the results of the annual Board self-evaluation, the "independence" of the director and the nature and extent of the director's non-Company activities.