

JetBlue Airways Corporation Compensation Committee Charter

The Board of Directors of JetBlue Airways Corporation (the "Company") has established a Compensation Committee (the "Committee") with authority, responsibilities and specific duties as described below.

Purpose

The primary purpose of the Compensation Committee is to assist the Board in discharging its responsibilities with respect to oversight and determination of compensation of the Company's directors and executive officers, to review, discuss with management and approve the "Compensation Discussion and Analysis", or CD&A, with respect to compensation of the Company's executive officers in accordance with applicable rules of the Securities and Exchange Commission, or SEC, and to provide a report in the Company's annual proxy statement that the Committee recommends to the Board of Directors that the CD&A be included in the Company's annual proxy statement and Annual Report on Form 10-K.

The Committee has overall responsibility for the administration of the Company's stock incentive plans, including its 2002 Stock Incentive Plan and Crewmember Stock Purchase Plan, and its other employee benefits plans; however, management shall be responsible for the day-to-day administration of these plans. All option grants and other stock-based awards to executive officers or Board members shall require Committee approval. The Committee shall recommend to the Board the compensation of the Company's Chief Executive Officer and the compensation of all its other executive officers.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee shall have the authority to obtain advice and seek assistance it needs to fulfill its responsibilities, including outside consultants, as appropriate, and shall have sole authority to retain, terminate and determine the fees of any such consultant.

Composition of the Committee

There shall be at least three members serving on the Committee, all of whom shall be members of the Company's board of directors and each of whom shall be determined to be "independent" by the Board of Directors, as "independence" is defined in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, or the 1934 Act, in the applicable rules of the SEC, and in the NASDAQ Stock Market LLC Marketplace Rules in effect from time to time (the "listing standards"). Each Committee member shall meet the requirements of an "outside director" for purposes of Section 162(m) of the Internal

Revenue Code of 1986, as amended, or the IRC, and the requirements of a "non-employee director" for purposes of Section 16 of the 1934 Act.

Committee members shall be appointed and/or removed by the Board. The Board of Directors shall designate a Committee Chair. If the Board does not do so, the Committee members shall elect a Chairperson by vote of a majority of the full Committee.

In addition, the Chief Executive Officer may participate on a non-voting basis, but will not be eligible to participate in discussions regarding awards made in connection with IRC 162(m) qualified plans or be present during discussions of or voting on his own compensation.

Specific Duties

1. Company's Stock Incentive Plans

- The Committee shall ensure all Company stock-related plans recommended and administered by management meet legal and Board guidelines.
- The Committee shall have the authority as delegated by the Board to review management's recommendations under and to authorize management to administer the Crewmember Stock Purchase Plan (the "Purchase Plan"), in accordance with the terms of those plans, and to grant stock options and other stock awards upon approval of the Board.
- The Committee shall review and approve, in advance of the grant or award being made, stock option grants and other stock awards that are discretionary under the Stock Incentive Plan.

2. Compensation Programs

- The Committee shall make annual recommendations to the Board concerning the establishment and application of executive compensation levels, the adoption of bonus programs and the grant of equity incentives to maintain competitiveness and further Company-wide performance objectives. In determining the amount, form and terms of such compensation, the Committee shall consider the officer's performance in light of Company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its stockholders.
- The Committee shall review and approve compensation payable to executive officers and other employees who directly report to the Chief

Executive Officer, including the adjustment of their base salary each year, and shall approve all bonus and other incentive compensation programs for such executive officers and employees and the authorization of all awards to such individuals under those programs.

- The Committee shall review and approve, in advance of the position being offered, compensation payable to any new executive officer or other employee who directly reports to the Chief Executive Officer or any new member of the Board of Directors.
- The Committee shall review and approve management-recommended perquisites, equity incentive awards, and special cash payments made to the Company's executive officers.

3. Employee Benefit Programs

- The Committee shall review management's recommendations for and administration of the Company's benefit programs to ensure they are competitive and appropriate (including IRC section 401(k) savings plans, IRC section 125 cafeteria benefit plans, profit-sharing plans, and any pension and other deferred compensation plans).

4. CEO Performance Planning and Evaluation

- Annually review and approve compensation payable to the Company's Chief Executive Officer in light of Company goals and objectives established for the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals, and set appropriate compensation levels based on this evaluation and on relevant market data of comparable companies.

5. Compensation Discussion and Analysis and Compensation Committee Report

- Review, discuss with management and approve the CD&A with respect to the compensation of the Company's executive officers in accordance with applicable rules of the SEC. Provide a report in the Company's annual proxy statement that the Committee recommends to the Board of Directors that the CD&A be included in the Company's annual proxy statement and Annual Report on Form 10-K.

6. Committee Resources

- The Committee shall have the authority to obtain advice and seek assistance it needs to fulfill its responsibilities, including outside consultants, as appropriate, and shall have sole authority to retain, terminate and determine the fees of any such consultant.

7. Meetings

- The Committee shall meet regularly, at least once during each quarter of the Company's fiscal year, in person or by telephone, to carry out its assigned responsibilities. Subject to the other provisions of this charter, the Committee shall meet with the Company's Chief Executive Officer and President as needed. The Committee shall convene as necessary to act upon any other matters within its jurisdiction under these duties and responsibilities, and may take action by unanimous written consent.

8. Minutes

- Minutes of each meeting will be prepared by the Corporate Secretary or his designee and sent to Committee members for approval prior to submission to the full Board.

9. Delegation

- The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee, as appropriate. Between meetings of the Committee, the Committee shall delegate its authority to approve awards under the Company's stock incentive plans to the Chairperson of the Committee; provided, however, the Committee's authority to approve equity awards to executive officers of the Company may not be delegated to any subcommittee comprised of less than a majority of the Committee members.

10. Self-Assessment

- The Committee will evaluate its performance as the Compensation Committee and report to the board of directors on an annual basis.

11. Charter Review

- Review and reassess the adequacy of the Committee's charter annually, and make appropriate recommendations to the Corporate Governance and Nominating Committee.

Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

JetBlue Airways Corporation

Amended and restated by the Compensation Committee on March 29, 2007 and approved by the Board of Directors on April 2, 2007.