

ALLEGIANT TRAVEL COMPANY

COMPENSATION

COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”), appointed by and acting on behalf of the Board of Directors (the “Board”), shall be responsible for formulating, evaluating and approving compensation of the Company’s directors, executive officers and key employees, overseeing all compensation programs involving the use of the Company’s stock, and producing an annual report on executive compensation for inclusion in the Company’s proxy statement for its annual meeting of stockholders or annual report on Form 10-K filed with the Securities and Exchange Commission, in accordance with applicable rules and regulations.

The Compensation Committee has the authority to obtain advice and assistance from outside legal, accounting and other advisors as deemed appropriate to fully execute its duties and responsibilities.

The Company shall provide appropriate funding, as determined by the Compensation Committee, for compensation to any advisors that the Compensation Committee chooses to engage.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors, and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members shall qualify as independent directors under the listing standards of the NASDAQ Stock Market, as “non-employee” directors within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

Committee members shall be elected by the Board. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by a majority vote of the independent Directors then in office. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet in person or telephonically at least once a year and at such other times as it deems necessary to carry out its responsibilities. The Chair of the Committee and/or the Board may call such meetings. The agenda for each Committee meeting shall be established by the Chair with the assistance of appropriate members of management. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting. A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members of the Committee present at which a quorum is present shall be the act of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members.

Any independent Director who is not a member of the Compensation Committee may attend meetings of the Committee; provided, however, that any member who is not a member of the Committee may not vote on any matter coming before the Committee for a vote. The Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may meet in executive session as the Committee deems necessary and appropriate.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

1. Ensure appropriate oversight of the Company's succession planning process, including periodically reviewing succession plans for key senior management positions, processes used to identify potential successors for key positions, and processes associated with development of potential successors.
2. Establish procedures to evaluate the performances of the Chief Executive Officer and perform such evaluation. The Compensation Committee also shall review the procedures for the evaluation of other executive officers.
3. Evaluate and recommend to the Board of Directors of the Company for its approval the compensation, including the annual salary, bonus, incentive payments and other benefits of the Chief Executive Officer of the Company.
4. Approve the compensation levels, including the annual salary, bonus, incentive payments and other benefits of (a) each other executive officer who also serves as a member of the Board of Directors and (b) any other officer or employee of the Company whose annual base salary is in excess of \$200,000.
5. Ensure appropriate oversight of the Company's executive compensation programs, including establishing and periodically reviewing policies for the administration of executive compensation programs, reviewing on a periodic basis the Company's executive compensation programs and taking steps to modify any executive compensation programs that yield payments and benefits not reasonably related to performance.

6. Administer the Company's equity incentive plans and any bonus incentive plan. The Compensation Committee also shall approve the grant of employee stock options and shall approve the total amount of bonuses to be paid during the year in light of the Company's financial condition and prospects.
7. Undertake all administration of the Company's Long-Term Incentive Plan, including making all determinations as to who will receive option grants thereunder, the number of shares subject to such grants and the option price for all options granted, and shall review and approve any new employee benefit plan or change to an existing plan that creates a material long-term financial commitment by the Company or any subsidiary.
8. Review and approve any severance or termination arrangement with any executive officers.
9. Review and approve, in its discretion, any equity-compensation plans that do not require stockholder approval under Nasdaq rules.
10. Review periodically, in its discretion, the Company's material benefits plans, the appropriateness of the allocation of benefits under such plans, and the extent to which such plans are meeting the intended objectives.
11. Appoint the appropriate administrators for employee benefit plans in accordance with their terms.
12. Review and approve the Company's policies with respect to executive officer perquisites and incidental benefits, such as club dues, automobiles, professional association dues and similar benefits.
13. Where appropriate, review performance standards for executive officers to be used in succession planning, development and implementation of the Company's compensation programs.
14. As appropriate, report to stockholders on the Company's executive compensation policies and programs.
15. Make regular reports to the Board.
16. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. Annually perform a self-assessment relative to the Compensation Committee's purpose, duties and responsibilities outlined herein.
18. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

The Compensation Committee will report to the Board from time to time as to its activities and its recommendations. When presenting any recommendations or advice to the Board, the Compensation Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Compensation Committee will keep minutes of its meetings and will make such minutes available to the full Board for its review.

The Compensation Committee is authorized to confer with Company management and other employees to the extent it may deem necessary or appropriate to fulfill its duties. The Compensation Committee shall have (i) the sole discretion to retain or obtain the advice of a compensation consultant, legal counsel or other advisor, and (ii)

the direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor it retains.

The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Compensation Committee.

The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the following six factors:

1. the provisions of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
2. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
3. the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee.
5. any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
6. any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

The Compensation Committee may select, or receive advice from, any compensation advisor it prefers, including ones that are not independent, after considering the six independence factors outlined above.

The Compensation Committee shall keep the Board advised as to the nature and extent of any advice received from a compensation consultant, legal counsel or other advisors.

V. DISCLOSURE OF CHARTER

This Charter will be made available on the Company's website at www.allegiantair.com.

ADOPTED BY BOARD OF DIRECTORS ON JULY 31, 2006.

AMENDED BY BOARD OF DIRECTORS ON APRIL 27, 2011.

AMENDED BY BOARD OF DIRECTORS ON OCTOBER 21, 2014.