ALASKA AIR GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES
As Amended on February 8, 2022

Mission of the Board of Directors. The responsibility of the Company's Board of Directors (the "**Board**") is to review and regularly monitor the effectiveness of the Company's fundamental operating, financial and other business plans, policies and decisions, including the execution of its strategies and objectives. The Board will seek to enhance stockholder value over the long term. In fulfilling its obligations, the Board will, to the extent consistent with its fiduciary duties, consider the interests of its employees, customers, stockholders and the communities in which the Company operates, as well as legal, public policy and ethical standards.

The Board believes that its objectives will be best served by following the fundamental corporate governance principles described in this document and the charters of its various committees.

1. STRUCTURE OF THE BOARD

1.1 Size. The Board should generally consist of no fewer than 9 and no more than 15 directors. The Board believes that, under normal circumstances, a composition of approximately 11 directors, including 10 independent director and the CEO, permits diversity of experience without hindering effective discussion or diminishing individual accountability. However, having a broader range allows the Board to temporarily flex up or down to facilitate a smooth transition between incoming and outgoing members.

1.2 Mix of Inside and Independent Directors. At least 75% of the directors should be independent directors as defined by the Board in accordance with applicable law and New York Stock Exchange ("NYSE") listing standards.

1.2.1 Independent Director Defined. An "**independent director**" means a person who qualifies as "independent" under applicable NYSE listing standards as outlined below. Specifically, the Board must affirmatively determine that an independent director meets the following criteria:

An independent director must have no material relationship with the Company, based on all material facts and circumstances. At minimum, an independent director must meet each of the standards listed below.

(a) The director has not, within the last three years, been employed by, and no immediate family member has, within the last three years, been an executive officer of, the Company.

(b) Neither the director nor any immediate family member has, in any 12-month period in the last three years, received more than $120,000 in direct compensation from the Company, other than compensation for director or committee service and pension or other deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(c) (i) Neither the director nor any immediate family member is a current partner of the Company's independent accountants; (ii) the director is not a current employee of the independent accountants; (iii) no immediate family member is a current employee of the independent accountants and personally working on the Company's audit; (iv) neither the director nor any immediate family member was an employee or partner of the independent accountants within the last three years and personally worked on the Company's audit within that time.

(d) Neither the director nor any immediate family member has, within the last three years, been part of an interlocking directorate. This means that no executive officer of the Company serves on the compensation committee of a company that employs the director or immediate family member as an executive officer.

(e) The director is not currently an employee, and no immediate family member is an executive officer, of another company that made payments to, or received payments from, the Company for property or services in an amount that exceeded 2% of such other company's gross revenues or $1 million, whichever is greater, in any of the last three fiscal years. Charitable contributions are excluded from this calculation.

For the purposes of these standards, "**Company**" includes all Alaska Air Group subsidiaries. "Immediate family member" includes the director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) sharing the director's home.

Each director's status under this definition should be reviewed annually by the Governance, Nominating and Corporate Responsibility Committee. Each director should keep the Governance, Nominating and Corporate Responsibility Committee fully and promptly informed as to any developments that might affect the director's independence.

1.2.2 Selection of Chair and CEO. The Board has authority to structure and fill the Chair and Chief Executive Officer roles in the way the Board considers best for the Company at a given point in time. Therefore, the Board does not have a policy on whether or not the Chair and Chief Executive Officer roles should be separate and, if separate, whether the Chair should be selected from among the independent directors or be an employee director. However, if the Chair is not independent, a Lead Director shall be appointed as provided in Section 1.12 below.

1.2.3 Charitable Contributions. Charitable contributions exceeding $100,000 in value (including cash and in-kind contributions) in any calendar year to an organization with which an independent director is affiliated shall be subject to the prior approval of the Governance, Nominating and Corporate Responsibility Committee, which shall consider the effect of any such contribution on the applicable director's independence.

1.3 Board Membership Criteria. The Governance, Nominating and Corporate Responsibility Committee is responsible for recommending to the Board the skills and characteristics required of Board members, based on the needs of the Company. The Committee should assess relevant experience, intelligence, independence, commitment, ability to work with the Chief Executive Officer and within the Board culture, diversity, age, understanding of the Company's business, community involvement/ leadership, specialties or prominence in key markets such as the state of Alaska, and other factors deemed relevant. The Governance, Nominating and Corporate Responsibility Committee should confer with the full Board as to the criteria it intends to apply before a search for a new director is commenced.

1.4 Lead Director Criteria. The Governance, Nominating and Corporate Responsibility Committee shall consider the following criteria when recommending an independent director for designation as the Company's Lead Director: a director's governance expertise, ability to build consensus, and ability to work with the Chief Executive Officer and Board Chair. The Committee shall also take into consideration a director's tenure on the Board and prior experience serving as a committee chair or lead director, either for the Company or other public companies. In addition, the Committee shall consider access to management and the ability to devote a significant amount of time to his or her duties.

1.5 Committee Chair Criteria. The Governance, Nominating and Corporate Responsibility Committee should consider the following criteria when recommending committee chairmen: (1) the chair of the Compensation and Leadership Development Committee should have relevant knowledge of executive compensation practices; (2) the chair of the Audit Committee shall be a financial expert as defined by the SEC and NYSE; and (3) the chair of the Safety Committee should possess knowledge of relevant safety practices.

1.6 New Director Candidates. The Board will nominate new directors only from candidates screened and approved by the Governance, Nominating and Corporate Responsibility Committee. The Board will consider candidates presented from a number of sources including those recommended by members of the Board, those recommended by senior-level Company management and those recommended by stockholders pursuant to the Company's Bylaws. In determining which candidates to nominate for election by stockholders or appointment by the Board, as applicable, the Governance, Nominating and Corporate Responsibility Committee will consider a variety of qualifications including, but not limited to, relevant experience, intelligence, independence, commitment and workload, ability to work with the CEO and within the Board culture, prominence, age, expertise in finance, accounting, sales and marketing, safety, organizational development, information technology, digital marketing, and government and public relations. Diversity is a key factor in the Board's consideration of candidates and is interpreted broadly, not merely with regard to age, race, gender or national origin, but also with regard to general background, geographical location and other factors.

1.7 Orientation. When a new director joins the Board, management will provide an orientation program to enable the new director promptly to gain an understanding of the operations and the financial condition of the Company. An orientation will also be provided for directors as they first join the Audit Committee and/or the Compensation and Leadership Development Committee.

1.8 Directors Who Materially Change Their Job Responsibility. A director should advise the Governance, Nominating and Corporate Responsibility Committee, through the Chair and the Lead Director, if any, of any material change in job responsibility. A director should submit a letter of resignation for consideration by the Board any time s/he leaves any employer, has a diminution of job responsibility, or has a change in personal circumstances which might be perceived as compromising his or her ability for continued effective Board service, including the ability to remain current in subject matters relevant to his or her Board role. The Governance, Nominating and Corporate Responsibility Committee should review the appropriateness of such director's ongoing Board membership under these circumstances, taking into consideration the director's performance, the uniqueness and importance of the director's contribution to Board deliberations, as well as future employment and community service plans of the director. The Board may accept such resignation if the Governance, Nominating and Corporate Responsibility Committee determines that it has become inappropriate for the director to remain on the Board.

1.9 Term of Board Service. Each director will have a term of service expiring at the next annual meeting of stockholders and until his or her successor is duly elected and qualified. The Governance, Nominating and Corporate Responsibility Committee will formally review each director's suitability for continued service on the Board as such director's current term ends. To facilitate the addition of new directors to the Board on a regular basis, outside directors elected for the first time in 2012 or later generally will not stand for re-election after they have served for 15 years. The Board retains the right to waive this standard if, in its discretion, circumstances warrant a longer term. In addition, if, in the Board's discretion, changes in strategy, Company needs or other circumstances dictate a different mix of expertise among directors, a director's tenure may be less than 15 years.

1.10 Retirement Age. The maximum age for service as a director is 72. A director shall resign from the Board no later than the annual meeting after the director reaches age 72, unless the Governance, Nominating and Corporate Responsibility Committee concludes that such person's continued service as a director is in the Company's best interest.

1.11 Board Compensation. The Compensation and Leadership Development Committee should report periodically to the full Board about the status of Board compensation in relation to compensation paid by other comparable companies. Director fees and benefits should be based on market practices for comparable companies. A portion of each director's compensation should be in the form of Company equity. Changes in Board compensation, if any, should be approved by the full Board at the recommendation of the Compensation and Leadership Development Committee.

1.12 Lead Director. The independent directors, upon recommendation of the Governance, Nominating and Corporate Responsibility Committee will annually appoint a Lead Director: (1) if the Chair is not an independent director, or (2) the Board otherwise deems it appropriate. The Lead Director, if one is appointed, shall be elected by and from the independent directors upon recommendation by the Governance, Nominating and Corporate Responsibility Committee. The Lead Director shall act as liaison between the Board Chair and the independent directors and has authority to call a meeting of the independent directors at any time as well as to call a meeting of the full Board at any time. The Lead Director's responsibilities are (a) to preside at all meetings where the Board Chair is not present or where the Board Chair could be perceived as having a conflict of interest, including but not limited to periodic meetings of non-management directors as described in Section 2.1.3 of these Guidelines; (b) to approve Board meeting agendas and meeting schedules to ensure sufficient time for discussion, and to approve information sent to the Board members; (c) to lead the non-management directors' annual evaluation of the Chief Executive Officer; (d) to conduct interviews of independent directors annually, including a discussion of each director's self-assessment of his/her contribution, prior to nomination for election at the annual meeting; (e) to discuss any proposed changes to committee assignments with each affected director annually in advance of the Governance, Nominating and Corporate Responsibility Committee making its recommendations to the Board; (f) to be available for consultation and direct communication if requested by a major shareholder; and (g) such other duties as may be described in these Guidelines or by the Board from time to time.

1.13 Committee Chair Rotation. The Governance, Nominating and Corporate Responsibility Committee shall review the Committee Chair assignments at least once every three years, taking into consideration rotation of committee assignments and director succession planning, and shall recommend any changes to the Board.

1.14 Other Directorships. Directors are encouraged to limit the number of other public company boards on which they serve to no more than four, taking into account high expectations for Board attendance, participation and effectiveness on the Board. Directors should also advise the Board Chair and the Chair of the Governance, Nominating and Corporate Responsibility Committee in advance of accepting an invitation to serve on another board of a public company. No director should serve on the Audit Committee of more than two other public companies unless the Governance, Nominating and Corporate Responsibility Committee concludes that, due to unusual circumstances, such service is in the Company's best interest.

2. BOARD PROCEDURAL MATTERS

2.1 Board Meetings.

2.1.1 Agenda. The Board Chair or Lead Director, as applicable, after soliciting potential agenda items from other Board members, will establish and distribute in advance the agenda for each Board meeting.

2.1.2 Frequency of Meetings. The Board expects to have at least four regularly scheduled meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the business.

2.1.3 Executive Sessions of Non-Management Directors. Non-management directors will meet in executive session quarterly in conjunction with regularly scheduled Board meetings, and otherwise as needed. If the Chair is an independent director, he or she will chair these meetings. If the Chair is not an independent director, the Lead Director will chair these meetings. These meetings will generally conclude with a discussion with the Chief Executive Officer.

2.1.4 Conflicts of Interest. Board members are required to disclose to the Board (through the Audit Committee) any financial interest or personal interest that he or she has in any contract or transaction that is being considered by the Board (through the Audit Committee) for approval. After such disclosure and responding to any questions the Board may have, the interested director should abstain from voting on the matter and, if appropriate, leave the meeting while the remaining directors discuss and vote on such matter.

2.2 Information Provided to the Board; Communications.

2.2.1 Pre-Meeting. Information that is important to the matters that will be discussed at Board meetings should, if possible, be distributed at least five days in advance of the meeting so that the Board can use its time for substantive discussion.

2.2.2 Between Meetings. The Chief Executive Officer should continue to advise the Board candidly of any significant developments between meetings through a suitable method of communication, including at least one telephone update between Board meetings.

2.2.3 Board Access to Management. Board members are encouraged to contact members of senior management on appropriate matters, although Board members should use judgment to be sure that any such contact is not distracting to the Company or its management. In addition, any contact with members of management who do not make regular presentations to the Board or its Committees should be coordinated through the Chief Executive Officer. Additionally, regular attendance and participation in Board meetings by senior management is encouraged as appropriate.

2.3 Counsel and Advisors. In the course of performing their duties, the Board and each of its committees may retain outside legal counsel and other advisors at their discretion and at the expense of the Company.

2.4 Expectations of Directors.

2.4.1 Attendance; Availability. Each director should attend no less than 75% of meetings of the Board and any committee on which he or she serves in a given calendar year. In addition, directors should participate for the duration of the scheduled meeting. Directors are also expected to attend the Company's annual meeting of stockholders.

2.4.2 Corporate Opportunities. Directors shall make business opportunities relating to the Company's business available to the Company before pursuing the opportunity for the director's own or another's account. Directors must avoid assuming or retaining board or management positions at other entities that may be deemed by the Board to compete with the Company in one or more aspects of the Company's business and should disclose such opportunities to the General Counsel or Corporate Secretary prior to accepting a board or management position elsewhere.

2.4.3 Stock Ownership Guidelines. The Company expects that directors will act in the Company's best interests regardless of the number of shares they own. However, the Board has established share ownership guidelines for its members. Each nonemployee director is expected to hold shares of Company stock having a value equal to at least six times his or her annual cash retainer (excluding additional retainers for committee chairs, the Board Chair and the Lead Director, if any), with the value of a share of Company stock being equal to the greater of (i) the three-year average closing price measured at the end of the calendar year immediately preceding the date of determination or (ii) the closing price at the end of the immediately preceding calendar year, such ownership to be achieved within six years of joining the Board. Deferred stock units held by directors, which are 100% vested at grant, will count toward the holding requirement even though they will not be issued until the director resigns from the Board.

2.4.4 Pension Plan Benefits. The Company does not extend pension plan benefits to any directors, other than benefits earned while serving as an employee or officer of the Company.

2.4.5 Education. The Board and the Company's management will work together to develop and provide appropriate continuing education programs to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities.

2.5 Board Evaluations; Assessing the Board's Performance. The Board shall be responsible for annually conducting a self-evaluation. The Governance, Nominating and Corporate Responsibility Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation.

3. COMMITTEE MATTERS

3.1 Number, Titles and Charters of Committees. The current standing Board Committees are (a) Audit, (b) Compensation and Leadership Development, (c) Governance, Nominating and Corporate Responsibility, (d) Innovation and (e) Safety. Each Committee should review its charter annually, with the assistance of inside or outside counsel and advisers as appropriate, to make certain that it is consistent with then-current sound governance practices and legal requirements.

3.2 **Independence of Committees.** All members of the Audit, Compensation and Leadership Development, Governance, Nominating and Corporate Responsibility, Innovation and Safety Committees will be independent directors, and members of the Audit and Compensation and Leadership Development Committees shall also satisfy enhanced independence requirements under applicable NYSE listing standards and SEC rules.

3.3 **Assignment and Rotation of Committee Members.** The Governance, Nominating and Corporate Responsibility Committee is responsible, after consideration of the desires of individual directors and consultation with the Chief Executive Officer, for recommending the assignment of directors to various committees. Each independent director is expected to serve at all times on at least one committee.

3.4 **Chairmen of Committees.** Independent directors shall chair all standing Board committees. The Board shall select committee chairs upon recommendation by the Governance, Nominating and Corporate Responsibility Committee. Each committee chair should normally have had previous service on the applicable committee.

3.5 **Committee Agenda.** Each committee chair, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

3.6 **Minutes and Reports.** Each committee shall keep and distribute to the Board minutes of every committee meeting or action. Each committee will report regularly to the Board on substantive matters considered by the committee.

3.7 **Executive Sessions.** Committees should regularly have opportunities to meet in executive session.

3.8 **Committee Evaluations.** Each committee shall be responsible for annually conducting a self-evaluation and reporting the results to the full Board. Each committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation.

4. MANAGEMENT DEVELOPMENT MATTERS; SUCCESSION PLANNING

4.1 **Evaluation and Compensation of the Chief Executive Officer and Other Company Executive Officers.** The Compensation and Leadership Development Committee should develop with the Chief Executive Officer and discuss with the

Board a process by which and appropriate criteria upon which the Chief Executive Officer's and other Company executive officers' compensation and performance will be evaluated annually. The Compensation and Leadership Development Committee will have the sole authority to determine the CEO's and other Company executive officers' compensation level based on these evaluations. The Compensation and Leadership Development Committee should meet in executive session to discuss the Chief Executive Officer's compensation in light of his or her overall performance, and in sessions in which the Chief Executive Officer participates, but does not vote, in order to discuss the compensation and overall performance of other Company executive officers. Based upon the criteria developed with the Compensation and Leadership Development Committee, the non-management directors of the Board will evaluate the CEO's performance annually.

4.2 **Policy Concerning Stockholder Advisory Vote on Executive Compensation**. The Board will give stockholders the opportunity to vote at each annual meeting of stockholders on an advisory resolution to ratify the compensation of the named executive officers set forth in the Company's proxy statement for such annual meeting pursuant to the SEC's executive compensation disclosure rules. The vote of the stockholders required by this policy will be advisory only, will not be binding on the Board or any of its committees and will not affect any compensation paid or awarded to any of the named executive officers.

4.3 **Succession Planning.** The Chief Executive Officer should report annually to the Board on CEO succession and management development and succession planning.

5. OTHER MATTERS

5.1 **Policy Against Company Loans.** Neither the Company nor any of its subsidiaries shall provide loans, loan guarantees, or otherwise directly or indirectly extend credit to any executive officer of the Company, or any director of the Company. Payment or reimbursement for expenses is permitted under this policy.

5.2 **Insurance, Indemnification and Limitation of Liability.** The Company may purchase directors' and officers' liability insurance as is reasonable under the circumstances, indemnify directors to the fullest extent permitted by law and the Company's Certificate of Incorporation or Bylaws and any indemnification agreements, and otherwise release or protect directors from liability to the extent provided by law and the Company's Certificate of Incorporation and Bylaws.

5.3 **Policy Concerning Stockholder Rights Plan.** A Stockholder Rights Plan refers generally to any plan providing for the distribution of preferred stock, rights, warrants, options or debt instruments to a company's stockholders designed to deter non-negotiated takeovers.

The Company does not have a Stockholder Rights Plan. The Board's policy is that it will adopt a Stockholder Rights Plan only if either (1) the stockholders have approved adoption of the Stockholder Rights Plan, or (2) the Board in the exercise of its fiduciary responsibilities, including a majority of the independent members of the Board, makes a determination that, under the circumstances existing at the time, it is in the best interests of the Company's stockholders to adopt a Stockholder Rights Plan. If the Board were to adopt a Stockholder Rights Plan without prior stockholder approval, it would submit the Plan to stockholders for ratification, and if the Plan is not ratified, it would terminate or allow the Plan to expire no later than one year after its adoption.

The Board has directed the Governance, Nominating and Corporate Responsibility Committee to review this policy statement periodically and to report to the Board any recommendations it may have concerning the policy.

5.4 Policy Concerning Confidential Stockholder Voting. All proxies, ballots and other voting materials or compilations (collectively, "**Voting Records**") that identify the vote of a particular stockholder shall be kept permanently confidential and shall not be disclosed to directors, officers or employees of the Company, except (i) to allow the tabulator of the vote to tabulate and certify the vote, (ii) to comply with federal or state law, including the order of any court, department or agency having jurisdiction over the Company, and to assert or defend claims for or against the Company, (iii) in connection with a contested proxy solicitation, (iv) in the event a stockholder has made a written comment on a proxy card or ballot, or (v) if a stockholder expressly requests or consents to disclosure of his or her vote. In any event, the tabulator of the vote may report to the Company the aggregate number of shares voted with respect to any matter and whether (but not how) a stockholder has voted and shall report to the Company any written comments on any Voting Records, including the names and addresses of the stockholders making the comments.

5.5 Amendments of Guidelines; Non-Binding Nature. The Governance, Nominating and Corporate Responsibility Committee will review these Guidelines periodically to ensure that they remain suitable for the needs of the Company. The Governance, Nominating and Corporate Responsibility Committee will recommend needed changes to the Board. Any such changes shall be approved by a majority of independent directors. These guidelines are not intended to change or interpret any law or regulation, or the Certificate of Incorporation or Bylaws of the Company, and in the event of any conflict with these guidelines, the Certificate of Incorporation, Bylaws or applicable law will control. The foregoing are guidelines only, and the use of words such as "should," "shall" and "will" are expressions of intent and should not be taken as mandatory except where required by applicable law or the Company's Certificate of Incorporation or Bylaws.

[END OF CORPORATE GOVERNANCE GUIDELINES]