

**SOUTHWEST AIRLINES CO.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Southwest Airlines Co. (the “Company”) is to assist the Board in shaping the corporate governance of the Company. In addition, the Committee shall have the powers, authority, duties, and responsibilities described below.

**II. Membership**

The Committee shall consist of at least two members of the Board, each of whom shall meet applicable independence requirements of the New York Stock Exchange (“NYSE”). The members of the Committee shall be appointed, removed, or replaced by the Board, and any vacancies on the Committee shall be filled by the Board in accordance with any applicable requirements of the Company’s Bylaws.

**III. Operations**

The Board shall appoint one member of the Committee as chairperson (“Chair”) of the Committee. If the Board fails to appoint a Chair of the Committee, the Committee shall appoint one member of the Committee as Chair. The Committee shall meet at least once per year in regular meetings and in such additional meetings as the Committee, the Board, or the Chair of the Committee may deem necessary or appropriate for the Committee to fulfill its responsibilities. The Chair of the Committee shall preside over Committee meetings at which the Chair is present and prepare agendas and other materials in accordance with the Company’s Corporate Governance Guidelines. The Committee shall also meet periodically in executive sessions without the presence of management. The Committee shall maintain minutes of its meetings, report on its activities to the full Board, and make recommendations to the Board as appropriate.

**IV. Authority and Responsibilities**

The Committee shall have the powers, authority, duties, and responsibilities to:

1. identify and review with the Board and the Chief Executive Officer possible candidates for membership on the Board, consistent with criteria approved by the Board;
2. recommend to the Board a slate of nominees to be selected by the Board for the Annual Meeting of Shareholders;
3. evaluate which members of the Board and nominees for director meet the definition of “independence” under the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules of the NYSE, determine whether at least one member of the Audit Committee

- is an “audit committee financial expert” as defined by the Securities and Exchange Commission and whether at least two members of the Compensation Committee qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Exchange Act, and report the results of its evaluation to the Board;
4. recommend to the Board candidates to fill vacancies on the Board;
  5. review periodically the Board’s leadership structure and recommend any changes to the roles and Board;
  6. recommend to the Board the size, structure, scope and composition of the Board’s committees;
  7. recommend to the Board a chairperson and members of each of the Board’s committees;
  8. develop and annually review and recommend to the Board a set of Corporate Governance Guidelines (which, among other things, shall include criteria for selection of new Directors and oversight of the evaluation of the Board and management) to be adopted for the Company to further the goal of providing effective governance of the Company’s business for the long-term benefit of the Company’s shareholders, employees, and customers;
  9. oversee the evaluation of the Board and management;
  10. report periodically to the entire Board on the Committee’s activities, priorities and recommendations (if any);
  11. annually review and reassess the performance of the Committee and present any recommendations based thereon to the Board;
  12. annually review the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
  13. perform such additional functions as may from time to time be assigned to the Committee by the Board.

The Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates for Board membership, including sole authority to approve the search firm’s fees and other retention terms.

While the Committee has the powers, authority, duties, and responsibilities set forth in this Charter, the role of the Committee is to assist the Board in its oversight responsibilities. Unless directed by the full Board, it is not the Committee’s responsibility to conduct investigations. In addition, it is not the Committee’s responsibility to ensure that the Company complies with specific legal requirements or the Company’s policies. Each member of the

Committee will be entitled to rely, to the fullest extent permitted by law, upon the integrity of those persons or organizations within and outside the Company from whom it receives information and the accuracy of the information.

To the extent permitted by applicable law and regulations, the Committee may delegate its powers, authority, duties, and responsibilities to subcommittees or individual members of the Committee, as it deems appropriate.

As adopted by the Board of Directors of Southwest Airlines Co. on September 3, 2024.