

## **SOUTHWEST AIRLINES CO. FLEET OVERSIGHT COMMITTEE CHARTER**

### **I. Purpose**

The purpose of the Fleet Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) of Southwest Airlines Co. (the “Company”) is to assist the Board in oversight of the Company’s aircraft fleet acquisition strategy. 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. 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 and taking into account recommendations from the Nominating and Corporate Governance Committee.

### **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 as often 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 agenda and other materials in accordance with the Company’s Corporate Governance Guidelines. 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. Review, evaluate, and make recommendations to the Board regarding the Company’s aircraft fleet acquisition strategy, including the manufacturer of the aircraft, engines, and components;
2. Review, evaluate, and make recommendations to the Board regarding significant relationships with suppliers and manufacturers and other third-party service providers related to the Company’s aircraft fleet;
3. Review, evaluate, and make recommendations to the Board regarding major aircraft, engine, and aircraft component procurement contracts and other aircraft related transactions;

4. Engage independent counsel and other advisers, as determined necessary by the Committee to carry out its duties;
5. Periodically review and reassess the performance of this Committee;
6. Periodically review the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
7. Perform such additional functions as may from time to time be assigned to the Committee by the Board.

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 with management holding responsibility for implementing, managing, and maintaining the Company's aircraft fleet acquisition strategy. 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.

The Committee will report regularly to the Board regarding the execution of its duties and responsibilities.

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 July 31, 2025.