

FINANCE COMMITTEE CHARTER

OF SPIRIT AIRLINES, INC.

The Finance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Spirit Airlines, Inc. (the “Company”) on February 7, 2012.

I. Purpose

The purpose of the Finance Committee (the “Committee”) of the Board is to oversee and make recommendations to the Board regarding:

- 1.) Capital plans and budgets;
- 2.) Cash management plans and activities; and
- 3.) New business opportunities or financing transactions.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The committee shall be composed of three (3) or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the chairperson (the “Chair”), shall be appointed by the Board. Committee members may be removed from the Committee with or without cause and with or without notice, by the Board.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee

shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee should meet as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chair upon notice given at least twenty-four hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company's certificate of incorporation or bylaws. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company's bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and such writing or electronic transmission is filed with the minutes of the Committee.

All non-executive directors who are not members of the Committee may attend and observe meetings of the Committee at the pleasure of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-executive director who is not a member of the Committee

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel, corporate staff or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

IV. Power and Responsibilities

1. Capital plans and budgets

- a. The Committee shall review, assess and recommend to the Board annual budget and capital plans.

- b. The Committee shall review and make recommendations to the Board concerning the financial implications of long term strategic plans of the Company.

2. *Cash management plans and activities*

- a. The Committee shall periodically review the capital structure, financial projections and conditions of the Company and its requirements for funds.
- b. The Committee shall review and recommend to the Board proposed issuances, repurchases, redemptions, dividends or other transactions relating to Company securities.
- c. The Committee shall periodically review and approve the Company's policies regarding liquidity and short term investments.
- d. The Committee shall review and make recommendations to the Board regarding the Company's debt rating and long term financing requirements.

3. *New business opportunities or financing transactions*

- a. The Committee shall review and make recommendations to the Board regarding:
 - i. any significant acquisition, sale, lease or exchange of the Company's property or assets of USD \$10,000,000 (ten million) or less;
 - ii. other significant business transactions including aircraft acquisitions and financings.
- b. The Committee shall review and advise the Board on new Company business opportunities, initiatives and other major financial undertakings that may result in substantial capital expenditures, commitments or exposures (other than commitments and exposures relating to fuel hedging policies and transactions, which are within the scope of the Audit Committee of the Board).

V. Other Power and Responsibilities

- 1. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- 2. The Committee shall periodically report to the Board on its findings and actions.

3. The Committee shall have the ability to review and reassess this Charter and submit recommended changes to the Board for its consideration.
4. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws and applicable law and rules of markets in which the Company's securities then trade.