

# AMERICAN AIRLINES GROUP INC.

## SAFETY COMMITTEE CHARTER

Adopted July 25, 2023

The Board of Directors (the “Board”) of American Airlines Group Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Safety Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

### PURPOSE

The Committee’s purpose is to oversee the Company’s policies, programs and practices with respect to operational safety and compliance, and matters affecting the safety of the Company’s customers and employees including security and public health (collectively, the “Safety Policies”) on behalf of the Board.

Although the Committee has the responsibilities set forth in this Charter, management is responsible for implementing, managing and maintaining the Safety Policies. Management is also responsible for preparing and presenting on the Safety Policies to the Committee, and is solely responsible for the integrity of any material presented to the Committee. Nothing in this Charter is intended to increase the liability of the members of the Committee beyond that which existed before this Charter was approved by the Board.

The Committee’s purpose also includes oversight of the procedures for compliance with significant applicable legal, ethical and regulatory requirements related to safety.

### COMPOSITION

The Committee shall be comprised of three or more Board members. The members of the Committee and the Committee chairperson shall be appointed by the Board and may be removed at any time, with or without cause, by the Board.

The Committee shall have the power to create subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall keep minutes of its meetings and report them to the Committee.

It is recognized that the members of the Committee are not employees of the Company and are not experts in the field of airline flight operations safety or risk management.

### OPERATING PRINCIPLES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and other key Committee

advisors, as applicable, is viewed as important for strengthening the Committee's knowledge of relevant issues related to the Committee's area of responsibility.

- *Committee Expectations and Information Needs* – The Committee should communicate to the Chief Executive Officer and the most senior executive in charge of safety or their respective designees, the expectations of the Committee and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
- *Resources* – In the performance of its responsibilities, at the Company's expense, such internal and external resources, including retaining legal, financial, technical or other advisors, as the Committee deems necessary or appropriate to fulfill its defined responsibilities. The Committee shall have the sole authority to approve the fees, costs and other terms of engagement of such outside resources.
- *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.
- *Committee Meeting Attendees* – The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
- *Reporting to the Board of Directors* – The Committee shall maintain minutes of meetings and, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.

## **MEETINGS**

The Committee should meet as frequently as considered necessary by the Committee or the chairperson and shall meet at least semi-annually and, to the extent practicable, in conjunction with the regularly scheduled Board meetings. The Committee shall fix its own rules of procedure. A majority of regular members then serving on the Committee shall constitute a quorum.

## **AUTHORITY AND RESPONSIBILITY**

The primary Committee responsibilities are:

### **Oversight of Safety and Security**

- The Committee shall review and provide oversight of the implementation of and compliance with the Company's Safety Policies, as well as the Company's culture related to safety.
- The Committee shall periodically assess with management the Company's safety and security related obligations and associated risks and, evaluate the Company's performance and whether the Safety Policies are appropriate relative to those standards and risks.

- The Committee shall periodically review with management, and such advisors and experts as the Committee deems appropriate, aspects of airline safety, specifically flight operations and review relevant global legislative and regulatory developments that are of significance to the Company and that relate to safety and security.
- The Committee shall review the Company's safety management systems, including its approach to handling and response to safety incidents.
- The Committee shall review Company strategies and actions to address safety performance objectives and metrics, in addition to other activities of the Company relating to safety or security as it considers relevant or advisable.

#### **Other Responsibilities**

- *Committee Self-Assessment* – The Committee shall review, discuss and assess periodically its own performance as well as the role and responsibilities of the Committee, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the Committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.
- *Other Activities* – The Committee shall perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
- *General* -- While the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is assisting the Board in its oversight responsibilities. It is not the Committee's responsibility to conduct investigations or to assure that the Company complies with specific legal requirements. 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.

\*\*\*\*\*