

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF
THE BOARD OF DIRECTORS OF
AIR TRANSPORT SERVICES GROUP, INC.**

1. **Purpose.** The principal purposes of the Nominating and Governance Committee (the “Committee”) of Air Transport Services Group, Inc. (the “Company”) are to (a) identify individuals qualified to become members of the Board of Directors (the “Board”), consistent with criteria approved by the Board, and to recommend to the Board the director nominees for each annual meeting of stockholders; (b) periodically review the Company’s corporate governance principles and consider whether such principles should be updated or otherwise revised; (c) (i) periodically review and assess the Company’s significant policies relating to “Sustainability” and evaluate the Company’s performance thereof; (ii) oversee the Company’s vision and values; (iii) periodically engage in discussions with management on significant public issues that may be pertinent to the Company and its stakeholders; and (iv) assist management in setting strategy, establishing goals and integrating Sustainability into strategic and tactical business activities across the Company to create long-term shareholder value; and (d) take such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate. For purposes of this Charter, the term “Sustainability” refers broadly to the Company’s environmental and social risks and opportunities, employee health and safety, approach to corporate social responsibility, diversity and inclusion and activities related to stakeholder engagement and philanthropy.

2. **Membership.** The Committee will be comprised of three or more directors. All members of the Committee will be, in the business judgment of the Board, “independent” under the independence requirements of the NASDAQ and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board based on the recommendations of the Nominating and Governance Committee. Committee members may be removed at any time by the Board. Committee members will be elected annually for a term of one year. Vacancies will be filled by the Board. The Board will appoint the Chairperson of the Committee.

3. **Specific Responsibilities and Duties.** The Board hereby delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law, the Restated Certificate of Incorporation and the Company’s Amended and Restated Bylaws (the “Bylaws”):
 - (a) **Board Composition.** Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors in accordance with applicable NASDAQ requirements, the Company’s Corporate Governance Guidelines, applicable law, and Article Twelfth of the Certificate of Incorporation;

 - (b) **Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors as needed. Review and develop the Board’s criteria for selecting new directors, which criteria shall include a mandate that the initial list of candidates considered by the Committee (including a list provided by a third party engaged to assist with a director search) include, but need not be limited to qualified underrepresented candidates (taking into account factors such as gender, race and ethnicity). Establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by stockholders. Recommend to the Board the director nominees for election at the annual meeting of stockholders or to fill vacancies on the Board. The criteria that will be used in connection with evaluating and selecting new directors will include, in addition to the criteria set forth in the Company’s Corporate Governance Guidelines, whether the director candidate would meet the definition of independence required by the NASDAQ, applicable law, and Article Twelfth of the Certificate of Incorporation, as well as skills, occupation, background and experience in the context of the needs of the Board and the Company;

 - (c) **Current Directors.** Review the suitability of each Board member for continued service when his or her term expires or when a director submits to the Company a notice of change in his or her principal business or other activity;

 - (d) **Committees.** Evaluate the nature, structure and operation (including the authority to delegate to subcommittees) of other Board committees. Make recommendations to the Board as to the qualifications of members of the Board’s committees, committee member appointment and removal, and committee reporting to the Board;

- (e) Corporate Governance Guidelines. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Monitor and reassess from time to time these corporate governance guidelines;
- (f) Sustainability
- Periodically review the Company’s strategy, policies and practices for consistency with its stated goals toward Sustainability and make such recommendations to the Board and management with respect thereto as it may deem advisable;
 - Oversee management’s implementation, monitoring and enforcement of the Company’s policies to protect the health and safety of employees, contractors, customers, the public and the environment and review with management the quality of the Company’s procedures for identifying, assessing, monitoring and managing the principal environmental and social risks in the Company’s business;
 - Periodically review and report to the Board (or direct management to report to the Board) on (i) the Company’s Sustainability targets and public reporting; (ii) the Company’s progress against its key Sustainability targets; (iv) Sustainability ratings and assessments for the Company issued by third party providers of reports and ratings; and (iii) whether the Company should seek external assurance of its Sustainability data;
 - Periodically review and consider, and bring to the attention of the Board, as appropriate, current and emerging political, social and environmental trends and major global legislative and regulatory developments or other public policy issues that may affect the business operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders; and make recommendations to the Board, as appropriate, regarding how the Company’s policies and practices can adjust to or address such trends and issues;
 - Advise the Board on significant stakeholder concerns and stockholder proposals that have been communicated to the Company relating to Sustainability;
 - Periodically review and assess (i) the Company’s policies and practices promoting diversity and inclusion within the Company; and (ii) the Company’s human and workplace rights and policies;
 - Periodically review the Company’s public policy advocacy efforts, including all direct and indirect political contributions made by the Company, to confirm alignment with Company policies and values;
 - Periodically review and assess the Company’s policies on corporate charitable and philanthropic activities; and
 - Review disclosure included in any report prepared by the Company for public distribution or for distribution to the Company’s stockholders that address any of the foregoing matters.
- (g) Communication. Oversee and review the Company’s process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received;
- (h) Oversight of Board and Committee Evaluations. Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board and each Board committee;
- (i) Performance Review. Periodically review the Committee’s own performance;
- (j) Review Charter. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee;

- (k) Recommendations; Reports. Make recommendations and report to the Board and other Board committees with respect to the nominating and corporate governance policies of the Company;
 - (l) Orientation and Education. Develop with management and monitor the process of orienting new directors and continuing education for existing directors; and
 - (m) Other Actions. Perform any other activities consistent with this Charter, the Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
4. ***Meetings***. The Committee will meet with such frequency and at such times as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by or at the direction of the Chairperson and circulated to each member of the Committee prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Bylaws applicable to meetings of Board committees will govern meetings of the Committee.
5. ***Minutes***. The Committee will keep minutes of each meeting.
6. ***Subcommittees***. The Committee has the power to appoint subcommittees, but no subcommittee will have any final decision-making authority on behalf of the Committee or the Board.
7. ***Reliance; Experts; Cooperation***.
- (a) Retention of Counsel and Advisors. The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.
 - (b) Search Firm. The Board delegates to the Committee the sole authority, in its discretion (a) to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates, (b) to terminate any such firm, and (c) to approve the search firm's fees and other retention terms.
 - (c) Reliance Permitted. In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, internal auditors, internal and external counsel, and outside advisors and experts, as it deems necessary or appropriate.
 - (d) Investigations. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
 - (e) Required Participation of Employees. The Committee will have access to the independent public accountants, the internal auditors, internal and outside counsel, and anyone else in the Company and its subsidiaries, and may require any officer or employee of the Company and its subsidiaries, in accordance with any protocols established by the Board, the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

Last Reviewed: November 1, 2022

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