

**Procedures for Restrictions on Certain Transfers of and Declarations of Worthlessness
with Respect to Interests in and Certain Claims Against the Debtors' Estates¹**

These procedures for restrictions on certain transfers of and declarations of worthlessness with respect to interests in and certain Claims against the Debtors' Estates (the "**Securities Procedures**") are the mechanism by which the Debtors propose that they will monitor and, if necessary, object to certain transfers of Beneficial Ownership of Securities and declarations of worthlessness with respect to Securities to ensure preservation and maximization of the Tax Attributes. The Securities Procedures are set forth below:

1. Notice of Substantial Securityholder Status. Any Person who is or becomes a Substantial Securityholder, must, on or before the later of (a) 15 days after service of a notice substantially in the form attached hereto as **Exhibit F** (the "**Notice of Interim Order**") or (b) 10 days after that Person becomes a Substantial Securityholder, serve a notice, substantially in the form attached hereto as **Exhibit A-1** (the "**Substantial Securityholder Notice**"), containing the Beneficial Ownership information upon the following: (i) Debtors, c/o Spirit Aviation Holdings, Inc., 1731 Radiant Drive, Dania Beach, FL 33004; (ii) proposed counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall Huebner, Darren S. Klein, Christopher S. Robertson, Moshe Melcer, Noah Z. Sosnick (collectively, the "**Notice Parties**").

2. Restrictions and Procedures for Trading in Securities. Any Person that, after the Effective Time:

(a.) is not a Substantial Securityholder and wishes to purchase or otherwise acquire Beneficial Ownership of an amount of Securities that would cause the Person to become a Substantial Securityholder;

(b.) is a Substantial Securityholder and wishes to purchase or otherwise acquire Beneficial Ownership of any additional Securities;

(c.) is a Substantial Securityholder and wishes to sell or otherwise dispose of Beneficial Ownership of any Securities; or

(d.) is a Substantial Securityholder, in whole or in part as a result of its Beneficial Ownership of an Option, and wishes to exercise that Option;

must file with the Court and serve upon the Notice Parties an advance written declaration of the intended transfer or exercise of Securities (each, a "**Proposed Transfer**"), substantially in the form attached hereto as **Exhibit A-2** (a "**Declaration of Intent to Accumulate Securities**") or **Exhibit A-3** (a "**Declaration of Intent to Transfer Securities**") and, together with a Declaration of Intent To Accumulate Securities, each a "**Declaration of Proposed Transfer**"), as applicable.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

The Debtors shall have 20 calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on the applicable Person an objection to any Proposed Transfer described in the Declaration of Proposed Transfer on the grounds that such Proposed Transfer might adversely affect the Debtors' ability to utilize the Tax Attributes.

If the Debtors file an objection, such Proposed Transfer would remain ineffective unless such objection is withdrawn by the Debtors, or such transaction is approved by a final and non-appealable order of the Court.

If the Debtors do not object within such 20-day period, such Proposed Transfer can proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of the Securities Procedures must be the subject of additional notices in accordance with the procedures set forth herein, with an additional 20-day waiting period for each Declaration of Proposed Transfer.

3. Procedures for Declarations of Worthlessness of Securities. Prior to filing any federal or state tax return, or any amendment to any such return, or taking any other action that claims any deduction for worthlessness with respect to Securities for a taxable year ending before the Debtors' emergence from chapter 11, the applicable 50% Shareholder must file with the Court and serve upon the Notice Parties a declaration of intent to claim a worthless stock deduction, substantially in the form attached hereto as **Exhibit A-4** (a "**Declaration of Intent to Claim a Worthless Stock Deduction**"). The same procedures applicable to a Declaration of Proposed Transfer (described in Section 2 hereof) will apply with respect to a Declaration of Intent to Claim a Worthless Stock Deduction.

4. Confidentiality. The Debtors and the Debtors' counsel shall keep all information provided in all notices delivered pursuant to an interim or final order entered by the Court (an "**Interim Order**" or a "**Final Order**," respectively) strictly confidential and shall not disclose the contents thereof to any Person (including any lender), except to the extent (a) necessary to respond to a petition or objection filed with the Court, (b) otherwise required by law, or (c) that the information contained therein is already public; *provided, however*, that the Debtors may disclose the contents thereof to their professional advisors, who shall keep all such notices strictly confidential and shall not disclose the contents thereof to any other Person, subject to further Court order. To the extent that confidential information is necessary to respond to a petition or objection filed with the Court, such confidential information shall be filed under seal or in redacted form.

5. Sanctions for Noncompliance Relating to Securities. Acquisitions or dispositions of, or exercises of Options with respect to, Beneficial Ownership of Securities, or deductions of worthlessness with respect to Securities, in violation of the Securities Procedures set forth in Sections 2, 3, and 4 of these Securities Procedures shall be void *ab initio* as an act in violation of the automatic stay prescribed by section 362 of the Bankruptcy Code and pursuant to the Court's equitable power prescribed in section 105(a) of the Bankruptcy Code. The sanction for violating Sections 2 or 4 of these Securities Procedures shall be reversal of the noncompliant transaction, or such other (or additional) measures as the Court may consider appropriate. The sanction for violating Section 3 of these Securities Procedures shall be the requirement to file an amended tax return revoking the declaration of worthlessness, or such other (or additional) measures as the Court may consider appropriate.

6. Discretionary Waiver by the Debtors. The Debtors may, in their sole discretion, waive, in writing (including via email), any sanctions, remedies, or notification procedures imposed by the Interim Order or the Final Order, as applicable.

7. Continued Compliance with Other Applicable Laws and Rules. The requirements set forth in the Interim Order or Final Order, as applicable, are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws, and do not excuse compliance therewith.

8. Special Rules. A Person acquiring or disposing of Beneficial Ownership of Securities in the capacity of Agent of another Person shall not be treated as a Substantial Securityholder solely to the extent acting in the capacity of Agent, and shall not have an affirmative duty to inquire whether the account, customer, investment fund, principal, trust or beneficiary is subject to any restrictions or requirements under the Interim Order or the Final Order, as applicable; *provided, however*, that the account, customer, investment fund, principal, trust, or beneficiary shall not be excluded from the Interim Order or the Final Order, as applicable, by reason of this Section 8.

9. Definitions. For purposes of these Securities Procedures:

“**50% Shareholder**” means any Person or Entity that currently is or becomes a “50% shareholder” within the meaning of section 382(g)(4)(D) of the I.R.C. and the Treasury regulations thereunder with respect to Securities, provided that ownership shall be measured using the definition of Beneficial Ownership.

“**Agent**” means a broker, account manager, agent, custodian, nominee, prime broker, clearinghouse, or trustee (but not including a trustee qualified under section 401(a) of the I.R.C.).

“**Applicable Number**” has the meaning given in the definition of Substantial Securityholder.

“**Declaration of Proposed Transfer**” has the meaning given in Section 2 hereof.

“**Effective Time**” means the time of effectiveness of the Interim Order or the Final Order, as applicable.

“**Motion**” means the *Motion of the Debtors for Entry of Interim and Final Orders (I) Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Transfers of and Declarations of Worthlessness With Respect to Interests in and Certain Claims Against the Debtors’ Estates, (II) Establishing Notification and Hearing Procedures for, and Approving Restrictions on, Certain Transfers of Claims Against the Debtors’ Estates, and (III) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors’ Estates.*

“**Person**” means a person or Entity (as such term is defined in sections 1.382-3(a) and including a coordinated acquisition of indebtedness by a group of persons pursuant to 1.382-9(d)(3)(ii)(A) of the Treasury regulations).

“**Proposed Transfer**” has the meaning given in Section 2 hereof.

“**Securities Procedures**” has the meaning given in the preamble hereof.

“**Substantial Securityholder**” means a Beneficial Owner of at least 1,814,500 shares of Common Stock (representing approximately 4.5% of all shares of Common Stock (including, for this purpose all shares of Common Stock underlying the Warrants) issued and outstanding as of the Petition Date) (any such number of shares, the “**Applicable Number**”).

“**Substantial Securityholder Notice**” has the meaning given in Section 1 hereof.

10. Notice Procedures.

(a.) Within five business days after the Court’s entry of the Interim Order, the Debtors propose to provide a notice describing the authorized trading restrictions and notification requirements, substantially in the form attached as **Exhibit F** to the Motion, to any identified Substantial Securityholders (or their respective counsels).

(b.) Within five business days after the Effective Time, and at least once every three months during the pendency of the Chapter 11 Cases, all indenture trustees and transfer agents shall also send such notice to all holders of at least the Applicable Number of Securities, as applicable. The Debtors shall also send such notice to all holders of Securities registered directly with any transfer agent.

(c.) Within five business days after receipt of such notice, any holder registered directly with any transfer agent who is a broker, bank, dealer or other agent or nominee (each a “**Nominee**”) shall, in turn, provide the notice to any holder for whose account the Nominee holds at least an Applicable Number of Securities. Any such holder shall, in turn, provide the notice to any Person for whom the holder holds at least an Applicable Number of Securities, and, in the holder’s discretion, may provide the notice to additional Persons for whom the holder holds any Security. Any Person, or Agent acting on such Person’s behalf, that sells an aggregate amount of at least an Applicable Number of Securities to another Person shall provide a copy of the notice to such purchaser or to any Agent acting on such purchaser’s behalf.