

**CHARTER OF THE HUMAN RESOURCES COMMITTEE
OF THE BOARD OF DIRECTORS OF
EXPRESSJET HOLDINGS, INC.**

Establishment

1. This Charter of the Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of ExpressJet Holdings, Inc., a Delaware corporation (the “Company”), has been approved and adopted by the Board on February 12, 2004.

2. The Committee shall at all times consist of at least two directors, and may consist of such greater number of directors as the Board appoints to the Committee from time to time by resolution of the Board. No member of the Committee may be an employee of the Company or any of its subsidiaries, and each member of the Committee shall be: (a) “independent” as defined in the applicable rules of the New York Stock Exchange (“NYSE”), (b) a “Non-Employee Director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (c) an “outside director” within the meaning of section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

3. The members of the Committee shall be appointed or reappointed at the meeting of the Board immediately following each annual meeting of stockholders of the Company. Each member of the Committee shall continue as a member thereof until his or her successor is appointed or until his or her earlier death, resignation, removal or cessation as a director of the Company.

4. The purposes of the Committee shall be to have direct responsibility to: (a) review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation; (b) make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans; and (c) produce a compensation committee report on executive compensation as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

Process

5. The Chairman of the Board or, if the Chairman of the Board shall fail to do so, the members of the Committee, shall appoint a Chair of the Committee from among the members of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, the members of the Committee shall appoint an acting Chair for such meeting. The Secretary of the Company, or any Assistant Secretary of the Company, shall attend each meeting of the Committee and shall act as secretary of such meeting (but shall not be present when requested by the Committee).

6. The time and place of meetings of the Committee and the procedures to be followed at such meetings shall be determined from time to time by the members of the Committee; provided that:

- (a) a quorum for meetings shall be a majority of the members, present in person or by telephone or other telecommunications device permitting all persons participating in the meeting to speak to and hear each other;
- (b) the affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee;
- (c) the Committee may act by unanimous written consent signed by each member of the Committee;
- (d) the Committee shall keep minutes of its proceedings and shall deliver the same (and reports and recommendations to the Board) to the Secretary of the Company;
- (e) all minutes of meetings of the Committee, and all unanimous written consents of the Committee, shall be filed with the records of meetings of the Committee;
- (f) the Chair, or any member of the Committee, or the Secretary of the Company at the direction of the Chair of the Committee, the Chairman of the Board or the CEO, shall have the authority to call meetings of the Committee; and
- (g) notice of the time and place of every regular meeting of the Committee (which meeting shall be deemed a regular meeting if it occurs on the same date as a meeting of the Board of Directors) shall be given in writing or by facsimile transmission to each member of the Committee at least five days before any such regular meeting, and notice of the time and place of every special meeting of the Committee shall be given in writing or by facsimile transmission to each member of the Committee not later than the close of business on the second day next preceding the day of the meeting; provided that in each case a member may waive notice of any meeting.

Duties

7. The Committee shall administer (i) the Company's 2002 Incentive Plan as provided for therein, (ii) the Company's Management Bonus Plan, and (iii) such other compensation, retirement or other plans or programs as the Board may from time to time designate.

8. Having regard for the competitive position of the Company, internal equity, individual performance and such other considerations as the Committee shall deem appropriate (including, with respect to the CEO, corporate goals and objectives approved by the Committee), the Committee shall, at least annually, review and determine the compensation (including salaries, bonuses and other forms of compensation) of the CEO and any other executives of the Company or any subsidiary designated by the Committee (the "Senior Executives"). In determining the long-term incentive component of the CEO's compensation, the Committee shall

consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs of comparable companies, and the awards given to the Company's CEO in past years.

9. The Committee shall review and approve or disapprove the terms and conditions of any proposed offer of employment to any Senior Executive, the form of any employment agreement or severance agreement with any Senior Executive, and the form of employment agreement or severance agreement with any other officer or other employee of the Company or any subsidiary designated by the Committee (provided, that if a general form of employment agreement or severance agreement for Senior Executives or other officers or employees has been approved by the Committee, then approval by the Committee of any proposed employment agreement or severance agreement with a particular Senior Executive, officer or other employee shall only be necessary if the proposed agreement deviates materially from the general form of agreement previously approved).

10. The Committee shall review and determine (or, at its discretion, review and recommend to the Board for approval) from time to time the general compensation structure and practices of the Company, and the plans and policies of the Company for recruiting, developing and motivating employees of the Company.

11. The Committee shall review and approve any report to stockholders on executive compensation that is required by the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

12. The Committee shall review and report to the Board, from time to time as deemed appropriate by the Committee or as requested by the Board, on the appropriateness and adequacy of the executive organizational structure of the Company and on plans for the succession of Senior Executives, including in the event of an emergency or retirement of such persons. To the extent not reviewed with the entire Board, the CEO shall review succession planning and management development with the Committee on an annual basis.

13. The Committee shall fulfill such other duties and responsibilities as assigned to the Committee from time to time by the Board.

14. In performing its responsibilities hereunder, the Committee shall have the sole power to retain and terminate such consultants or advisors as it shall deem necessary or appropriate.

15. The Committee shall report on its activities to the Board.

16. The Committee shall review and assess at least annually its performance.