

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 8, 2026

ALLEGIANT TRAVEL COMPANY

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

001-33166  
(Commission File Number)

20-4745737  
(I.R.S. Employer Identification No.)

**1201 North Town Center Drive**  
**Las Vegas, NV**  
(Address of principal executive offices)

**89144**  
(Zip Code)

**(702) 851-7300**  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address,  
if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001	ALGT	NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

As previously announced, on January 11, 2026, Allegiant Travel Company, a Nevada corporation (“Allegiant”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Sun Country Airlines Holdings, Inc., a Delaware corporation (“Sun Country”), Mirage Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Allegiant (“Merger Sub 1”), and Sawdust Merger Sub, LLC, a Nevada limited liability company and a direct wholly owned subsidiary of Allegiant (“Merger Sub 2”), providing for the merger of Merger Sub 1 with and into Sun Country (the “First Merger”), with Sun Country surviving the First Merger as a direct wholly owned subsidiary of Allegiant and immediately following the First Merger, the merger of Sun Country with and into Merger Sub 2 (the “Second Merger”) and, together with the First Merger, the “Mergers”), with Merger Sub 2 surviving the Second Merger as a direct, wholly owned subsidiary of Allegiant.

The Merger Agreement provides that, as of immediately following the effective time of the Second Merger, Allegiant will increase the size of its board of directors (the “Allegiant Board”) by three (3) members, and three (3) directors designated by Sun Country will join the Allegiant Board: (i) Jude Bricker, the President and CEO of Sun Country, and (ii) two (2) current members of Sun Country’s board of directors (the “Sun Country Board”) reasonably acceptable to the Nominating and Governance Committee of the Allegiant Board.

On April 20, 2026, Allegiant issued a press release announcing that the Nominating and Governance Committee of the Allegiant Board had approved Jennifer Vogel and Thomas Kennedy as the Sun Country designees to join the Allegiant Board upon completion of the Mergers. Upon their appointment to the Allegiant Board, Mr. Bricker, Ms. Vogel and Mr. Kennedy will be eligible to participate in Allegiant’s standard non-employee director compensation program.

On April 8, 2026, Allegiant entered into an Advisory Services Agreement with Jude Bricker (the “Advisory Services Agreement”), which will become effective the day after the consummation of the Mergers. Under the Advisory Services Agreement, Mr. Bricker will serve as an independent contractor and provide advisory services relating to the integration of Sun Country into Allegiant, obtaining a single operating certificate for Allegiant Air, LLC and Sun Country, retention of charter and cargo customers and Sun Country business, continuity of Sun Country business relationships and consultation regarding the airline industry and the businesses of Allegiant and Sun Country. Mr. Bricker will be paid \$26,250 per month during the term of the Advisory Services Agreement and will also be reimbursed for reasonable out-of-pocket expenses in accordance with Allegiant’s expense reimbursement procedures. This fee is separate from any compensation payable to him for service on the Allegiant Board. The Advisory Services Agreement continues until the earliest of Allegiant obtaining a single operating certificate for Sun Country, Mr. Bricker no longer serving on the Allegiant Board, or fifteen (15) days after Allegiant gives notice of termination, except that if any of those events occurs within the first twelve (12) months after the effective date, the Advisory Services Agreement will remain in place until the first anniversary unless the parties agree otherwise. Mr. Bricker will not be eligible for employee benefits under the arrangement. The Advisory Services Agreement will not become effective if his employment with Sun Country terminates before the effective date or if the Mergers are not consummated.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
No.**

**Description**

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<a href="#">99.1</a>	Press Release, dated April 20, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements under the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934, Section 27A of the Securities Act of 1933 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that are not historical facts and often can be identified by the use of forward-looking terminology such as the words “believe,” “expect,” “guidance,” “anticipate,” “intend,” “plan,” “estimate,” “project,” “hope” or similar expressions. Forward-looking statements in this communication are based on Allegiant’s and Sun Country’s current expectations, estimates and projections about the expected date of closing of the proposed transaction and the potential benefits thereof, their respective businesses and industries, management’s beliefs and certain assumptions made by Allegiant and Sun Country, all of which are subject to change. Forward-looking statements in this communication may relate to, without limitation, the benefits of the proposed transaction, including future financial and operating results; the parties’ respective plans, objectives, expectations and intentions; the expected timing and likelihood of completion of the proposed transaction; expected synergies of the proposed transaction; the timing and result of various regulatory proceedings related to the proposed transaction; the ability to execute and finance current and long-term business, operational, capital expenditures and growth plans and strategies; the impact of increased or increasing transaction and financing costs associated with the proposed transaction or otherwise, as well as inflation and interest rates; and the ability to access debt and equity capital markets.

Forward-looking statements involve risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, there are or will be important factors that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements and caution must be exercised in relying on forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to, the following: the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the definitive merger agreement for the proposed transaction; the risk that potential legal proceedings may be instituted against Allegiant or Sun Country and result in significant costs of defense, indemnification or liability; the possibility that the proposed transaction does not close when expected or at all because required stockholder approvals, required regulatory approvals or other conditions to closing are not received or satisfied on a timely basis or at all (and the risk that such regulatory approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction); the risk that the combined company will not realize expected benefits, cost savings, accretion, synergies and/or growth from the proposed transaction or that any of the foregoing may take longer to realize or be more costly to achieve than expected; disruption to the parties’ businesses as a result of the announcement and pendency of the proposed transaction; the costs associated with the anticipated length of time of the pendency of the proposed transaction, including the restrictions contained in the definitive merger agreement on the ability of each of Sun Country and Allegiant to operate their respective businesses outside the ordinary course consistent with past practice during the pendency of the proposed transaction; the diversion of Allegiant’s and Sun Country’s respective management teams’ attention and time from ongoing business operations and opportunities on acquisition-related matters; the risk that the integration of Sun Country’s operations will be materially delayed or will be more costly or difficult than expected or that Allegiant is otherwise unable to successfully integrate Sun Country’s businesses into its businesses; the possibility that the proposed transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; reputational risk and potential adverse reactions of Allegiant’s or Sun Country’s customers, suppliers, employees, labor unions or other business partners, including those resulting from the announcement or completion of the proposed transaction; the dilution caused by Allegiant’s issuance of additional shares of its common stock in connection with the consummation of the proposed transaction; a material adverse change in the business, condition or results of operations of Allegiant or Sun Country; changes in domestic or international economic, political or business conditions, including those impacting the airline industry (including customers, employees and supply chains); Allegiant’s and Sun Country’s ability to successfully implement their respective operational, productivity and strategic initiatives; the outcome of claims, litigation, governmental proceedings and investigations involving Allegiant or Sun Country; and a cybersecurity incident or other disruption to Sun Country’s or Allegiant’s technology infrastructure.

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Forward-looking statements in this communication are qualified by and should be read together with, the risk factors set forth above and the risk factors included in Allegiant's and Sun Country's respective annual and quarterly reports as filed with the Securities and Exchange Commission (the "SEC"), as well as the risk factors included in Allegiant's registration statement on Form S-4 (Registration No. 333-294712), as filed with the SEC on March 27, 2026 ([https://www.sec.gov/Archives/edgar/data/1362468/000114036126011799/ny20065073x3\\_s4.htm](https://www.sec.gov/Archives/edgar/data/1362468/000114036126011799/ny20065073x3_s4.htm)) (the "Registration Statement"), and readers should refer to such risks, uncertainties and risk factors in evaluating such forward-looking statements.

The forward-looking statements in this communication are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, Allegiant and Sun Country disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

### **Important Additional Information and Where to Find It**

In connection with the proposed transaction, Allegiant filed with the SEC the Registration Statement, which includes a prospectus with respect to the shares of Allegiant's common stock to be issued in the proposed transaction and a joint proxy statement for Allegiant's and Sun Country's respective stockholders. The Registration Statement was declared effective on March 31, 2026, and Allegiant filed a final prospectus on March 31, 2026 (which is available at [https://www.sec.gov/Archives/edgar/data/1362468/000114036126012380/ny20065073x5\\_424b3.htm](https://www.sec.gov/Archives/edgar/data/1362468/000114036126012380/ny20065073x5_424b3.htm)), and Sun Country filed a definitive proxy statement on March 31, 2026 (which is available at [https://www.sec.gov/Archives/edgar/data/1743907/000114036126012383/ny20068391x1\\_defm14a.htm](https://www.sec.gov/Archives/edgar/data/1743907/000114036126012383/ny20068391x1_defm14a.htm)) (together, the "Definitive Joint Proxy Statement/Prospectus").

Each of Allegiant and Sun Country may also file with or furnish to the SEC other relevant documents regarding the proposed transaction. This communication is not a substitute for the Registration Statement, the Definitive Joint Proxy Statement/Prospectus or any other document that Allegiant or Sun Country may file with the SEC or send to their respective stockholders in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS OF ALLEGIANT AND SUN COUNTRY ARE URGED TO READ THE REGISTRATION STATEMENT AND THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT AND THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING ALLEGIANT, SUN COUNTRY, THE PROPOSED TRANSACTION AND RELATED MATTERS.** Investors and security holders of Allegiant and Sun Country may obtain free copies of these documents and other documents filed with the SEC by Allegiant or Sun Country through the website maintained by the SEC at <http://www.sec.gov> or from Allegiant at its website, <https://ir.allegiantair.com/financials/sec-filings/default.aspx>, or from Sun Country at its website, <https://ir.suncountry.com/financials/sec-filings>. Documents filed with the SEC by Allegiant will be available free of charge by accessing Allegiant's website at <https://ir.allegiantair.com/financials/sec-filings/default.aspx>, or alternatively by directing a request by mail to Allegiant's Investor Relations department, 1201 North Town Center Drive, Las Vegas, NV 89144, and documents filed with the SEC by Sun Country will be available free of charge by accessing Sun Country's website at <https://ir.suncountry.com/financials/sec-filings>, or alternatively by directing a request by mail to Sun Country's Investor Relations department, 2005 Cargo Road, Minneapolis, MN 55450.

### **Participants In The Solicitation**

Allegiant, Sun Country and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Allegiant and Sun Country in connection with the proposed transaction under the rules of the SEC.

Information about the interests of the directors and executive officers of Allegiant and Sun Country and other persons who may be deemed to be participants in the solicitation of stockholders of Allegiant and Sun Country in connection with the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, is included in the Definitive Joint Proxy Statement/Prospectus.

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Information about the directors and executive officers of Allegiant, their ownership of Allegiant common stock and Allegiant's transactions with related persons can also be found in the Allegiant Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 26, 2026, as amended by Amendment No. 1 on Form 10-K/A, filed with the SEC on March 26, 2026 (the "Allegiant Annual Report"), and other documents subsequently filed by Allegiant with the SEC, which are available on its website, <https://ir.allegiantair.com/financials/sec-filings/default.aspx>. To the extent holdings of Allegiant common stock by the directors and executive officers of Allegiant have changed from the amounts of Allegiant common stock held by such persons as reflected therein, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/edgar/browse/?CIK=1362468&owner=exclude> under the tab "Ownership Disclosures".

Information about the directors and executive officers of Sun Country, their ownership of Sun Country common stock and Sun Country's transactions with related persons can also be found in the definitive proxy statement for Sun Country's 2025 annual meeting of stockholders, as filed with the SEC on Schedule 14A on April 25, 2025 (which is available at <https://ir.suncountry.com/financials/sec-filings>), and other documents subsequently filed by Sun Country with the SEC. Such information is set forth in the sections entitled "Proposal 1– Reelection of Directors", "Proposal 2 – Non-binding (Advisory) Vote to Approve the Compensation of Our Named Executive Officers", "Executive Compensation", "Certain Relationships and Related Person Transactions" and "Security Ownership of Certain Beneficial Owners and Management" of such definitive proxy statement. Please also refer to Sun Country's subsequent Current Reports, as filed with the SEC on Form 8-K on September 22, 2025 (which is available at <https://ir.suncountry.com/financials/sec-filings>) and on October 30, 2025, regarding subsequent changes to Sun Country's Board of Directors and executive management following the filing of such definitive proxy statement. To the extent holdings of Sun Country common stock by the directors and executive officers of Sun Country have changed from the amounts of Sun Country common stock held by such persons as reflected in the definitive proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/edgar/browse/?CIK=1743907&owner=exclude> under the tab "Ownership Disclosures".

Free copies of these documents may be obtained as described above.

**No Offer or Solicitation**

This communication is for informational purposes only and does not constitute, or form a part of, an offer to sell, an offer to buy, or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, and there shall be no sale of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALLEGIANT TRAVEL COMPANY**

Date: April 20, 2026

By: /s/ Robert J. Neal

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Robert J. Neal  
President, Chief Financial Officer

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## Allegiant Announces Future Board Composition Following Sun Country Acquisition

**LAS VEGAS – April 20, 2026** – Allegiant Travel Company (NASDAQ: ALGT) today announced the anticipated structure of its Board of Directors following the acquisition of Sun Country Airlines (NASDAQ: SNCY). Upon closing, the Allegiant Board will expand from eight to eleven members with Jude Bricker, Jennifer Vogel and Thomas Kennedy, all current Sun Country Board members, to join Allegiant’s Board at that time.

In January, Allegiant announced it was acquiring Sun Country in a transaction expected to close as early as May 13, 2026. The combination will form the leading, leisure-focused U.S. airline that is expected to expand affordable, convenient service to more vacation destinations domestically and internationally. After closing, the combined company will operate under the Allegiant name. The airlines will continue operating separately until receiving a single operating certificate from the FAA. There is expected to be no immediate change to ticketing or schedules, and customers can continue to book their flights through [allegiant.com](http://allegiant.com) and [suncountry.com](http://suncountry.com).

“This combination marks a major achievement for both Allegiant and Sun Country, and we look forward to the Allegiant leadership team guiding the company forward,” said Maurice J. Gallagher, Allegiant’s founder and Board Chairman. He added, “the addition of Jude Bricker, Jennifer Vogel, and Thomas Kennedy to our Board reflects the governance structure established for the combined company in the Merger Agreement and brings to the Allegiant Board even greater expertise in airlines, finance and corporate leadership that will benefit the shareholders, employees and customers of the combined companies.”

### Joining the Board upon closing will be:

- **Jude Bricker** has served as President and CEO of Sun Country Airlines since 2017 and has been a Sun Country director since 2018. A seasoned aviation executive with two decades of industry experience, he previously served as Allegiant’s Chief Operating Officer and held multiple leadership roles at Allegiant from 2006–2017, overseeing key commercial, operational, and financial functions. Earlier, he was a finance manager at American Airlines. He also served as an infantry officer in the United States Marine Corps from 1996 to 2002. Mr. Bricker holds a B.S. in Civil Engineering from Texas A&M University and an MBA from the University of Texas, and he is an independent director of SAS Airlines.
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- **Jennifer Vogel** has served as Chair of the Sun Country Airlines Board since March 2023 and has been a director since 2022. She is a former senior airline legal and compliance executive, having served as Senior Vice President, General Counsel, Secretary, and Chief Compliance Officer of Continental Airlines (retired 2010). Ms. Vogel currently serves on the boards of AAR Corp. and the Telluride Regional Airport Authority and previously served on the board of Virgin America. She holds a BBA from the University of Iowa and a JD from the University of Texas.
- **Thomas C. Kennedy** has served on the Sun Country Airlines Board since 2021. He is President and CEO, North America at SIXT Rental Car and previously served as its President and CFO. Mr. Kennedy is a former public-company CFO, including as CFO of Hertz Global Holdings, with earlier senior finance leadership roles at Hilton Worldwide and Northwest Airlines. He holds a BA in Economics from Tulane University and an MBA from Harvard University.

“We are excited to welcome these accomplished leaders to Allegiant’s Board upon closing,” said Gregory C. Anderson, CEO of Allegiant. “Their experience and perspective will be valuable as we continue building a stronger, differentiated airline that better serves the communities and customers across our combined network.”

The current Allegiant Board, led by Chairman Maurice J. Gallagher, will continue its oversight responsibilities, with the new members joining effective upon the completion of the Sun Country acquisition.

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Strategically, the combination brings together complementary route networks – Allegiant’s focus on small and mid-sized markets and Sun Country’s presence in larger cities – creating more than 650 routes (551 Allegiant routes and 105 Sun Country routes) and connecting Minneapolis–St. Paul to additional mid-sized markets while expanding nonstop access to popular leisure destinations. The combined airline also adds broader international reach by leveraging Sun Country’s service across Mexico, Central America, Canada, and the Caribbean, providing Allegiant customers access to 18 international destinations. The combined company will be headquartered in Las Vegas while maintaining a significant presence in Minneapolis–St. Paul.

#### **About Allegiant – Together We Fly™**

Las Vegas-based Allegiant (NASDAQ: ALGT) is an integrated travel company with an airline at its heart, focused on connecting customers with the people, places, and experiences that matter most. Since 1999, Allegiant Air has linked travelers in small-to-medium cities to world-class vacation destinations with all-nonstop flights and industry-low average fares. Today, Allegiant’s fleet serves communities across the nation, with base airfares less than half the cost of the average domestic roundtrip ticket. For more information, visit us at Allegiant.com. Media information, including photos, is available at <http://gofly.us/iiFa303wrtF>

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Information about the interests of the directors and executive officers of Allegiant and Sun Country and other persons who may be deemed to be participants in the solicitation of stockholders of Allegiant and Sun Country in connection with the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, is included in the Definitive Joint Proxy Statement/Prospectus.

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Information about the directors and executive officers of Allegiant, their ownership of Allegiant common stock and Allegiant's transactions with related persons can also be found in the Allegiant Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 26, 2026, as amended by Amendment No. 1 on Form 10-K/A, filed with the SEC on March 26, 2026 (the "Allegiant Annual Report"), and other documents subsequently filed by Allegiant with the SEC, which are available on its website, <https://ir.allegiantair.com/financials/sec-filings/default.aspx>. To the extent holdings of Allegiant common stock by the directors and executive officers of Allegiant have changed from the amounts of Allegiant common stock held by such persons as reflected therein, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/edgar/browse/?CIK=1362468&owner=exclude> under the tab "Ownership Disclosures".

Information about the directors and executive officers of Sun Country, their ownership of Sun Country common stock and Sun Country's transactions with related persons can also be found in the definitive proxy statement for Sun Country's 2025 annual meeting of stockholders, as filed with the SEC on Schedule 14A on April 25, 2025 (which is available at <https://ir.suncountry.com/financials/sec-filings>), and other documents subsequently filed by Sun Country with the SEC. Such information is set forth in the sections entitled "Proposal 1– Reelection of Directors", "Proposal 2 – Non-binding (Advisory) Vote to Approve the Compensation of Our Named Executive Officers", "Executive Compensation", "Certain Relationships and Related Person Transactions" and "Security Ownership of Certain Beneficial Owners and Management" of such definitive proxy statement. Please also refer to Sun Country's subsequent Current Reports, as filed with the SEC on Form 8-K on September 22, 2025 (which is available at <https://ir.suncountry.com/financials/sec-filings>) and on October 30, 2025, regarding subsequent changes to Sun Country's Board of Directors and executive management following the filing of such definitive proxy statement. To the extent holdings of Sun Country common stock by the directors and executive officers of Sun Country have changed from the amounts of Sun Country common stock held by such persons as reflected in the definitive proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC, which are available at <https://www.sec.gov/edgar/browse/?CIK=1743907&owner=exclude> under the tab "Ownership Disclosures".

Free copies of these documents may be obtained as described above.

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**No Offer or Solicitation**

This communication is for informational purposes only and does not constitute, or form a part of, an offer to sell, an offer to buy, or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, and there shall be no sale of securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

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