

UNITED CONTINENTAL HOLDINGS, INC.
Executive Committee Charter

Purpose

The purpose of the Executive Committee of the Board of Directors is, subject to the requirements of the Company's Amended and Restated Bylaws (the "Bylaws") and this Charter, to exercise all the powers of the Board in the management of the business and affairs of the Company, excluding any powers granted by the Board, from time to time, to any other committee of the Board.

In addition to the powers and responsibilities expressly delegated to the Committee below, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Bylaws and applicable law. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without the requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Membership

The composition of the Committee shall be as outlined in the Bylaws. Each member of the Committee shall be appointed by the Board (taking into account any recommendations of the Nominating/Governance Committee or another committee of the Board with similar functions) and shall serve until such member's successor is duly appointed and qualified or until such member's resignation or removal by the Board. The Nominating/Governance Committee is responsible for making recommendations to the Board regarding Committee membership and appointment of the Chairman of the Committee.

Committee Powers

The Committee shall have and may exercise all the powers of the Board in the management of the business and affairs of the Company; provided, that, except as required by law or otherwise provided in the Bylaws, the Committee shall not be authorized to (a) issue dividends, distributions or securities, except for issuances of cash or securities pursuant to employee benefit plans; (b) approve a Fundamental Change or Change in Ownership (as defined in the Bylaws), except as may be required in the exercise of fiduciary duties; (c) take any action that would require the approval of the Company's stockholders pursuant to Delaware General Corporation Law; (d) elect any officer of the Company designated as such in the Bylaws or fill any vacancy in any such office; (e) designate the CEO or the Chairman of the Board; (f) fill any vacancy in the Board or any newly created directorship of the Company; (g) amend the Bylaws; (h) take any action that under the Bylaws is required to be taken by vote of a specified proportion of the entire Board or of the directors of the Company at the time in office; or (i) take any action, the power or authority for which is reserved for the entire Board pursuant to Section 141(c)(2) of Delaware General Corporation Law, except as otherwise set forth in Section 141(c)(2). The Committee shall not have and may not exercise any powers that are granted by the Board, from time to time, to any other committee of the Board. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external advisors as the Committee deems advisable, and to approve any such advisor's fees and other terms of engagement.

The Committee shall periodically receive and review a report from management regarding the Company's significant labor relations strategies.

At least annually, the Committee shall review its own performance.

The Committee shall reassess the adequacy of this Charter at least annually in such manner as it deems appropriate and submit such evaluation, including any recommendations for change, to the Board for review, discussion and approval.

Meetings, Structure and Operations

The Committee may form and delegate authority to subcommittees, to the extent consistent with the Company's Amended and Restated Certificate of Incorporation, the Bylaws and applicable law.

The Committee may act by unanimous written consent signed by each member of the Committee.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings and its other activities, as requested by the Chair of the Board.

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 and delivered to the Secretary of the Company.

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, and in any event at least once a year.