

**UNITED CONTINENTAL HOLDINGS, INC.  
Public Responsibility Committee Charter**

**Purpose**

The purpose of the Public Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) is to review the Company’s policies and positioning with respect to safety, corporate social responsibility and governmental affairs.

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 Company’s Amended and Restated Bylaws (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 Committee shall consist of no fewer than three members of the Board. 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 Chair of the Committee.

**Authority and Responsibilities**

The Committee shall have the following responsibilities:

Social, Political and Environmental Trends

1. The Committee shall oversee management’s identification, evaluation and monitoring of the social, political and environmental trends, issues and concerns, domestic and international, that affect or could affect the Company’s reputation, business activities and performance or to which the Company could make a meaningful contribution.

Policies and Practices

2. The Committee shall review basic policies, positioning and practices concerning various broad public policy issues, including those that relate to:
  - Safety (including workplace safety and security);
  - Environmental affairs;
  - Political and governmental affairs;
  - Consumer affairs;
  - Diversity, including, without limitation, employee diversity and supplier diversity;
  - Civic activities and business practices that impact communities in which the Company does business; and
  - Charitable, political, social and educational organizations.

### Retention of Advisors

3. 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.

### Performance Evaluation

4. At least annually, the Committee shall review its own performance.
5. 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.

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.