

**UNITED CONTINENTAL HOLDINGS, INC.  
Nominating/Governance Committee Charter**

**Purpose**

The purpose of the Nominating/Governance Committee (the “Committee”) of the Board of Directors (the “Board”) is to (i) identify, evaluate and recommend for nomination individuals qualified to be Board members, other than directors appointed by holders of preferred stock of the Company, (ii) develop, recommend and periodically review the Corporate Governance Guidelines of the Company and oversee corporate governance matters, (iii) review and oversee the Company’s succession planning process for executive officers, including the Chief Executive Officer (the “CEO”), (iv) oversee an annual evaluation of the Board, and (v) review and make recommendations to the Board with respect to director compensation.

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**

Composition

Each member of the Committee shall be appointed by the Board (taking into account any recommendations of this Committee) and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by the Board.

Qualifications

Each member of the Committee shall meet the independence requirements imposed by the listing standards of the Nasdaq Stock Market (“Nasdaq”). The determination of a director’s independence shall be made by the Board.

**Authority and Responsibilities**

The Committee shall have the following responsibilities:

Board Nominees

1. The Committee identifies candidates for director (other than directors appointed by holders of preferred stock of the Company) through a variety of means, including suggestions from the Board, Company officers, employees and others and from stockholders, and the Committee shall seek and recommend qualified individuals for nomination for election or re-election to the Board by the stockholders or for appointment by the Board to fill a vacancy. As part of this responsibility, the Committee shall be responsible for conducting inquiries into the background and qualifications of any candidate for the Board (including the number of other boards on which the candidate serves and the other business and professional commitments of the candidate). The Committee will consider all potential candidates in the same manner and by the same standards regardless of the source of the recommendation and will act in its discretion in making recommendations to the Board. At least annually, the Committee shall review the relationships between the Company and each director and provide the Board with the Committee’s assessment of whether each individual nominated for election

or re-election to the Board would meet the independence requirements imposed by Nasdaq listing standards.

#### Corporate Governance Matters

2. The Committee shall develop and recommend to the Board Corporate Governance Guidelines for the Company (which shall contain criteria and objectives for selecting Board members) and shall, at least annually, review and assess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board. The Committee shall review and consider any request for a waiver from compliance with the Company's Corporate Governance Guidelines, other than with respect to a member of the Nominating/Governance Committee, which shall be reviewed by the Audit Committee.
3. The Committee may make recommendations to the Board regarding corporate governance matters, including, but not limited to, the Company's Amended and Restated Certificate of Incorporation, the Amended and Restated Bylaws, the size and composition of the Board or any committee thereof, committee responsibilities, this Charter and the charters of the Company's other committees.
4. The Committee shall make recommendations to the Board regarding committee membership. In recommending an individual for committee membership or removal from a committee, the Committee shall take into consideration the criteria set forth in the Corporate Governance Guidelines, the criteria set forth in the Nasdaq listing standards, the factors set forth in the charter of the relevant committee, if any, and any other factors that it deems appropriate. The Committee shall recommend to the Board a chair (or co-chairs) of each committee.
5. The Committee shall develop and oversee the Company's orientation and continuing education processes for members of the Board.
6. The Committee shall review all stockholder proposals submitted to the Company relating to corporate governance matters or the nomination of a member of the Board, and shall recommend to the Board appropriate action on each such proposal.

#### Executive Officer Succession Planning

7. The Committee shall review and oversee the Company's succession planning process for executive officers. Accordingly, the Committee shall identify and periodically update the qualities and characteristics deemed necessary for an effective CEO and, when required, coordinate the search for individuals qualified to succeed the CEO of the Company based on these standards, and make recommendations to the Board. The Committee shall also discuss plans for the interim succession of the CEO and other executive officers in the event of an unexpected occurrence.

#### Board and Committee Performance Evaluation

8. The Committee shall develop, recommend and oversee the Board's annual self-evaluation. In addition, the Committee shall periodically perform an evaluation of each director's individual performance. The results of such evaluation will be discussed with each director individually.
9. At least annually, the Committee shall review its own performance.
10. 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.

#### Director Compensation

11. The Committee shall periodically review and make recommendations to the Board regarding the form and amount of director compensation, and, if applicable, non-executive Chairman compensation.
12. The Committee shall oversee the administration of the compensation plans for directors of the Company.

13. The Committee shall review and approve the establishment of any stock ownership guidelines for the non-employee directors of the Company elected by the holders of the Company's common stock.

#### Retention of Consultants and Advisors; Investigations

14. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other terms of engagement.
15. The Committee shall have the authority, without Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external financial, legal, accounting or other advisors as it deems advisable.
16. In discharging its duties, the Committee shall have the authority to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

#### **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, Bylaws, Nasdaq listing standards 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 will generally meet in conjunction with regularly-scheduled in-person meetings of the Board and its committees.