

UNITED AIRLINES HOLDINGS, INC.
Nominating/Governance Committee Charter

Purpose

The purpose of the Nominating/Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of United Airlines Holdings, Inc. (the “Company”) 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 to the Board and periodically review the Corporate Governance Guidelines of the Company (the “Corporate Governance Guidelines”) 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, its committees and individual directors, as applicable, 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

The Committee shall consist of two or more members of the Board. 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. The Board shall appoint a Chair of the Committee, taking into account the recommendation of the Committee.

Qualifications

Each member of the Committee shall meet the independence requirements established by the listing standards of The Nasdaq Stock Market (“Nasdaq”), any other applicable laws and regulations and Corporate Governance Guidelines. The determination of a director’s independence shall be made by the Board taking into account the recommendation of the Committee.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Authority and Responsibilities

The Committee shall have the following responsibilities:

Board Nominees

1. The Committee shall identify and screen candidates for director (other than directors appointed by holders of preferred stock of the Company) through a variety of means, including, without limitation, suggestions from the Board, officers of the Company, employees and 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 consider a candidate’s experience, attributes, skills, integrity and such other characteristics as the Committee shall deem relevant in the context of the needs of the Board and to an individual’s qualifications to serve on the Board (including the number of other boards on which the candidate serves and the other business and professional commitments of the candidate) and actively

seek out individuals from underrepresented groups to include in the pool from which new director nominees are chosen in support of the Board's commitment to diversity as further described in the Corporate Governance Guidelines. The potential candidates reviewed by the Committee will be considered 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.

2. The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of Nasdaq and the Company's Corporate Governance Guidelines.
3. The Committee shall periodically review (i) Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and (ii) the process and criteria used to evaluate Board membership, Board committee membership and director independence; and recommend to the Board any modifications thereto as appropriate.
4. The Committee shall review and approve Company disclosures relating to governance matters and Board composition.

Corporate Governance Matters

5. 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 Corporate Governance Guidelines, other than with respect to a member of the Committee, which shall be reviewed by the Audit Committee.
6. 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 Bylaws, the Board's leadership and committee structure, the size and composition of the Board or any committee thereof, committee responsibilities, this Charter and the charters of the Company's other committees.
7. The Committee shall review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations.
8. 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. In particular, the Committee shall review the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee and make recommendations to the Board relating to such matters. The Committee shall recommend to the Board a Chair (or Co-Chairs) of each committee. The Committee shall also make recommendations to the independent directors of the Board regarding the lead independent director, if the Chairman is not independent.
9. The Committee shall consider and recommend to the Board the action to be taken with respect to any resignation tendered by a director, including any resignation tendered by a director who is not re-elected in an election in which majority voting applies. The Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that they consider appropriate and relevant.
10. The Committee shall develop and oversee the Company's orientation and continuing education processes for members of the Board.

11. The Committee shall review all stockholder proposals submitted to the Company, and shall recommend to the Board appropriate action on each such proposal.
12. The Committee shall evaluate the Company's stockholder engagement practices and consider feedback received from stockholders on matters.
13. The Committee shall periodically assess the size and composition of the Board as a whole and whether it reflects the appropriate balance of independence, sound judgment, business specialization, professional skills, diversity and other desired qualities and recommend any appropriate changes to the Board in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company.

Executive Officer Succession Planning

14. 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

15. 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.
16. At least annually, the Committee shall review its own performance.
17. 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

18. 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.
19. The Committee shall oversee the administration of the compensation plans for directors of the Company.
20. The Committee shall review and approve the establishment of any stock ownership guidelines for the non-employee directors of the Company and monitor compliance with such guidelines.

Retention of Consultants and Advisors; Investigations

21. 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.
22. 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.
23. 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 will coordinate, to the extent appropriate, with the Public Responsibility Committee or any other relevant committee with respect to environmental, social and governance and corporate responsibility and related issues.

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 meetings of the Board and its committees. The Committee may request that members of management or others attend its meetings to provide pertinent information, as necessary or appropriate.

Approved by the Nominating/Governance Committee
Date: December [●], 2023

Approved by the Board of Directors
Date: December [●], 2023