

UNITED CONTINENTAL HOLDINGS, INC.
Finance Committee Charter

Purpose

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) is to (1) review financial plans and budgets and cash management policies and activities, (2) evaluate and advise the Board on any proposed merger or consolidation or any significant acquisition or disposition of assets, (3) evaluate and advise the Board on business opportunities and financing transactions, (4) evaluate capital structure and recommend certain proposed issuances of securities, and (5) review strategies relating to financial, operating, or economic risk.

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 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:

Financial Plans and Budgets; Cash Management

1. The Committee shall review the Company’s overall financial plans and objectives, and shall review and recommend to the Board annual financial plans, capital plans and budgets.
2. The Committee shall review and approve, as appropriate, the Company’s cash management policies and activities.

Business Combinations, Capital Commitments and Financing Transactions

3. The Committee shall evaluate and make recommendations to the Board regarding (a) any proposed merger or consolidation, (b) any significant acquisition, sale, lease or exchange of the Company’s property or assets and (c) other significant business transactions, including aircraft acquisitions.

4. In the event of any merger or consolidation, the Committee shall periodically review with management the progress of the merger or consolidation, including the achievement of business synergies.
5. The Committee shall review, advise and, in certain circumstances, recommend to the Board business opportunities or initiatives that may result in substantial capital expenditures, commitments or exposures, consistent with the Company's Capital Expenditure and Disposition Policy.
6. The Committee shall review, advise and, in certain circumstances, recommend to the Board major financial undertakings and financing transactions.

Capital Structure and Issuances of Securities

7. The Committee shall periodically evaluate the capital structure of the Company and shall oversee the development of long-term capital structure guidelines.
8. The Committee shall review and recommend to the Board certain proposed issuances, repurchases or redemptions of Company securities.
9. The Committee shall review and recommend to the Board proposed dividends or other distributions with respect to Company securities.

Risk Assessment and Risk Management Strategies

10. The Committee shall periodically review risk assessment and risk management policies and strategies (taking into account the risk assessment and risk management policies and strategies managed through the Company's Audit Committee) for managing certain exposures to financial, operating, or economic risks, including (a) hedging strategies related to fuel, foreign currency and interest rates, and (b) insurance programs, including coverage for property, casualty, fiduciary and political risk and directors and officers. The Committee shall review the steps management has taken to monitor and control such risk exposures.
11. The Committee shall review certain legal and regulatory matters that may have a material impact on the Company's financing or risk management activities (taking into account the review of the Company's risk assessment and risk management policies and strategies managed through the Company's Audit Committee).

Retention of Consultants and Advisors; Investigations

12. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external financial, legal, accounting or other advisors as the Committee deems advisable, and to approve any such advisor's fees and other terms of engagement.
13. 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.

Performance Evaluation

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