United Continental Holdings, Inc.
Form DEF 14A
April 11, 2019

Use these links to rapidly review the document
Table of Contents

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

United Continental Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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ý No fee required.

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(1) Amount Previously Paid:

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Table of Contents

Table of Contents

April 11, 2019

Dear Stockholder:

On behalf of our Board of Directors, we are pleased to invite you to the 2019 Annual Meeting of Stockholders (the "Annual Meeting") of United Continental Holdings, Inc. (the "Company") to be held on May 22, 2019. A notice of the Annual Meeting and proxy statement follows. Please read the enclosed information and our 2018 Annual Report carefully before voting your proxy.

This year, we will take advantage of the U.S. Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders on the Internet. We believe that these rules allow us to provide our stockholders with the information they need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. The Notice of Internet Availability of Proxy Materials includes instructions for accessing our proxy materials and voting over the Internet and also includes instructions for requesting a paper copy of the proxy materials and proxy card.

Your vote is important. Even if you plan to attend the Annual Meeting in person, please authorize your proxy or direct your vote by following the instructions on each of your voting options described in the proxy statement. You may vote your shares by Internet, telephone or mail pursuant to the instructions included on the proxy card or voting instruction card. We encourage you to use the first option and vote by Internet.

Thank you for your continued support of United. We look forward to seeing you at the Annual Meeting.

Sincerely,

Oscar Munoz
Chief Executive Officer

Notice of 2019 Annual Meeting of Stockholders

Date and Time

Wednesday, May 22, 2019
9:00 a.m., Central Time

Location

Willis Tower
233 South Wacker Drive
Chicago, Illinois 60606

Record Date

April 1, 2019

At the meeting, stockholders will be asked to:

1 Elect the directors named in this proxy statement.

2 Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2019.

3 Consider an advisory vote to approve the compensation of the Company's named executive officers.

4 Act on two stockholder proposals, if properly presented before the meeting.

5 Act on any other matters that may be properly brought before the meeting.

Jennifer L. Kraft
Vice President and Secretary

Chicago, Illinois
April 11, 2019

Proxy Voting

Even if you plan to attend the Annual Meeting in person, please authorize your proxy or direct your vote as promptly as possible. You may vote your shares by Internet, telephone or mail pursuant to the instructions included on the proxy card or voting instruction card. The Notice of Internet Availability of Proxy Materials includes instructions for voting over the Internet and requesting a paper copy of the proxy materials and proxy card. If you attend the Annual Meeting in person and want to revoke your proxy, you may do so as described in the attached proxy statement and vote in person on all matters properly brought before the Annual Meeting.

You can find detailed information about voting in the section entitled "General Information About the Annual Meeting" in the attached proxy statement.

Important Notice Regarding the Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 22, 2019. The Company's Notice of Annual Meeting, Proxy Statement and 2018 Annual Report to Stockholders are available on the Internet at *www.envisonreports.com/ual*.

Table of Contents

Table of Contents

Table of Contents

Proxy Statement Summary

This summary highlights certain information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read this proxy statement and our 2018 Annual Report carefully before voting. This proxy statement and the accompanying proxy card are being made available to you on approximately April 11, 2019.

2019 Annual Meeting of Stockholders Information

Date and Time:	Wednesday, May 22, 2019, at 9:00 a.m., Central Time
Location:	Willis Tower, 233 South Wacker Drive, Chicago, Illinois 60606
Record Date:	April 1, 2019

Voting Matters

1.	**Election of directors named in this proxy statement**	**FOR each of the nominees**	**5**
2.	**Ratification of the appointment of the independent registered public accounting firm for 2019**	**FOR**	**87**
3.	**Advisory vote to approve the compensation of the Company's named executive officers**	**FOR**	**90**
4.	**Stockholder proposal regarding the limitation on renomination of proxy access nominees**	**AGAINST**	**93**
5.	**Stockholder proposal regarding a report on lobbying spending**	**AGAINST**	**96**

2018 Company Highlights

2018 was a great year for our Company and the pursuit of our shared purpose of "Connecting People. Uniting the World." We completed the first year of our multi-year growth strategy, increasing available seat miles 4.9% compared to 2017. Even as we were growing, we were able to control our costs and deliver strong financial results. We also focused on providing a positive travel experience for our customers throughout their journey on United and introduced our core4 service decision framework, which is focused on the principles of Safe, Caring, Dependable and Efficient, to align our employees to a broad spirit of service and provide them with the tools and support they need to provide our customers with the best

Table of Contents

possible travel experience. Finally, in 2018, we continued to deliver strong operational performance, delivering our second-best on-time departure performance in Company history.(1)

Achieved 2018 pre-tax income of $2.66 billion, with pre-tax margin of 6.4%	Introduced and trained over 90,000 team members on the core4	Set new Company records by flying our highest number of revenue passengers, operating the most mainline departures and achieving the fewest cancellations in a year(1)
Achieved 2018 adjusted pre-tax income(2) of $3.18 billion, with an adjusted pre-tax margin(2) of 7.7%	Announced plans to bring the Company's 26,000 flight attendants to Chicago for a series of hands-on, interactive sessions and workshops focused on caring customer service	Introduced 93 new routes across the United States, including 15 international routes
Repurchased approximately 17.5 million shares of common stock for approximately $1.2 billion	Recognized by the Disability Equality Index for our disability inclusion policies and practices and the National LGBT Chamber of Commerce and National Business Inclusion Consortium for our commitment to diversity and inclusion across all communities	Expanded personal device entertainment options to provide at least one free entertainment option on all Wi-Fi equipped aircraft
Announced a pledge to reduce the Company's greenhouse gas emissions by 50 percent relative to 2005 levels by the year 2050	MileagePlus loyalty program voted Best Overall Frequent-Flyer Program in the world for the 15th consecutive year by readers of *Global Traveler*, and voted Favorite Frequent-Flyer Program in the Trazee Awards	Opened three new United Polaris lounges located in San Francisco International Airport, Newark Liberty International Airport and Houston's George Bush Intercontinental Airport

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(1) Company history defined as post-2010 merger; Company records measured from 2010 merger.

(2) Adjusted pre-tax income and adjusted pre-tax margin exclude special charges, the mark-to-market impact of financial instruments and imputed interest on certain capitalized leases. See Appendix A for reconciliations of non-GAAP financial measures to the most directly comparable GAAP measures.

Corporate Governance Highlights

Highlights of our corporate governance practices include:

Corporate Governance (See "Corporate Governance" on page 14)

- Directors are elected annually

The Company has an independent Board Chairman

If the Chairman of the Board is not an independent director, the Board will appoint a lead independent director

Majority voting standard for directors in uncontested elections

The bylaws grant eligible stockholders the right to include stockholder nominees to the Board in the Company's proxy materials (proxy access)

Stockholders have the right to call a special meeting

The Company does not have a stockholder rights plan

No supermajority provisions in charter or bylaws

Members of the Company's Board and its executive officers are not permitted to hedge our securities or to pledge our securities as collateral for a loan

Annual Board and committee evaluations

Executive Compensation Governance (See "Executive Compensation" on page 35)

Emphasize pay-for-performance alignment

Majority of total compensation based on performance

Independent compensation consultant

Enhanced compensation claw-back policy

Stock ownership requirements for executive officers

Annual say-on-pay vote

Environmental Sustainability and Community Engagement

United is committed to building a sustainable future and supporting the communities in which we operate. For additional information, see "Corporate Governance Environmental Sustainability" on page 20 and "Corporate Governance Community Engagement" on page 21.

Director Nominee Skills and Experience Highlights

Director Nominee Key Attributes

Tenure

Age

Diversity

Table of Contents

Our Director Nominees (See "Proposal No. 1: Election of Directors" on page 5)

Directors to be Elected by the Holders of Common Stock					
Carolyn Corvi	67	2010	Former VP and General Manager, The Boeing Company	2	Audit Executive Finance (Chair)
Jane C. Garvey	75	2009	Chairman, Meridiam, North America	0	Chairman of Board Executive (Chair) Nominating/Governance Public Responsibility
Barney Harford	47	2016	Chief Operating Officer, Uber Technologies, Inc.	0	Audit Nominating/Governance Public Responsibility

Michele J. Hooper	67	2018	President and CEO, The Directors' Council	2		Audit Compensation Nominating/Governance
Walter Isaacson	66	2006	Advisory Partner, Perella Weinberg Partners; former President and CEO, The Aspen Institute	0		Executive Nominating/Governance Public Responsibility (Chair)
James A. C. Kennedy	65	2016	Former President and CEO, T. Rowe Price Group, Inc.	0		Compensation (Chair) Executive Finance
Oscar Munoz	60	2010	CEO, United Continental Holdings, Inc.	0	CEO	Executive Finance
Edward M. Philip	53	2016	Former COO, Partners in Health	2		Audit

					Executive Nominating/Governance (Chair)
Edward L. Shapiro	54	2016	Former Managing Partner, PAR Capital Management, Inc.	1	Compensation Finance Public Responsibility
David J. Vitale	72	2006	Former Chairman, Urban Partnership Bank	0	Audit (Chair) Executive Finance
James M. Whitehurst	51	2016	President and CEO, Red Hat, Inc.	2	Compensation Finance Nominating/Governance
Directors to be Elected by the Holders of Other Classes of Stock					
Todd M. Insler	50	2016	Master Executive Council Chairman, United Airline Pilots Master Executive Council of ALPA	0	Public Responsibility

Sito J. Pantoja	62	2016	General Vice President, IAM Transportation Department	0	Public Responsibility

Table of Contents

Proposal No. 1: Election of Directors

The Nominating/Governance Committee has recommended to the board of directors (the "Board") of United Continental Holdings, Inc. (the "Company," "United," "we," "our" or "us"), and the Board has nominated, the individuals named below for election as directors at the 2019 Annual Meeting of Stockholders (the "Annual Meeting") to hold office until the next annual meeting of stockholders and until their successors are elected and qualified, or until their earlier death, resignation or removal. Each of the nominees currently serves as a director of the Company. There is no family relationship between any of the nominees or between any nominee and any executive officer of the Company.

William R. Nuti will not stand for reelection to the Board at the Annual Meeting and will retire from the Board at the end of his current term as director. The Company thanks Mr. Nuti for his service on the Board. Following the Annual Meeting, the size of the Board will be reduced from 14 directors to 13 directors. As further detailed below, at the Annual Meeting, 11 directors are nominated for election by the holders of our common stock, $0.01 par value per share ("Common Stock"), and two directors will be elected by the holders of our other classes of stock.

In accordance with the Company's Corporate Governance Guidelines, the Audit Committee of the Board has granted a waiver of the retirement age policy for Jane C. Garvey, currently age 75, and has approved her nomination for election at the Annual Meeting.

Shares represented by properly executed proxy cards will be voted, except where directed otherwise, FOR the election of each of the 11 nominees to be elected by the holders of our Common Stock. In the event that any nominee is unable to serve or for good cause will not serve, such shares will be voted FOR the election of such substitute nominee as the Board may propose. Each of the nominees has agreed to serve if elected, and management has no reason to believe that any of the nominees will be unable to serve.

THE BOARD RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES NAMED BELOW, WHICH IS DESIGNATED AS PROPOSAL NO. 1.

Director Qualifications

Set forth on the following pages is biographical and other information about each nominee for election as a director. This information includes, but is not limited to, the business experience and directorships on the boards of public companies and registered investment companies held by each nominee during at least the past five years. This information also includes a discussion of the specific experience, qualifications, attributes and skills of each nominee that led to the Board's determination that such nominee is qualified and should serve as a director.

In addition to the information presented below regarding each nominee's specific experience, qualifications, attributes and skills, the Board believes that all of the nominees have demonstrated certain common attributes that the Board would generally expect any director nominee to possess. Those common attributes include an appropriate level of business, government or professional acumen, the capacity for strategic and critical thinking, leadership capabilities, a reputation for integrity and ethical conduct, and an ability to work collaboratively. Please see "Corporate Governance Nominations for Directors" below for further discussion of the criteria considered by the Nominating/Governance Committee when identifying director nominees.

Directors to be Elected by the Holders of Common Stock

Eleven directors are to be elected by the holders of Common Stock. Each current director has served continuously since the date of his or her appointment.

Carolyn Corvi

Independent

Age: 67

Director Since: 2010

Committees: Audit, Executive and Finance (Chair)

Select Business Experience:

Vice President and General Manager, Airplane Programs, Commercial Airplanes of Boeing Commercial Airplanes (commercial jet aircraft segment) of The Boeing Company ("Boeing") (2005-2008)

Various other positions with Boeing for 34 years, including Vice President and General Manager of 737/757 Programs, Vice President of Aircraft Systems and Interiors, Vice President of the Propulsion Systems Division, Director of Quality Assurance for the Fabrication Division and Director of Program Management for 737/757 Programs

Current Public Company Directorships:

Allegheny Technologies Incorporated (2012-present)

Hyster-Yale Materials Handling, Inc. (2012-present)

Past Public Company Directorships:

Goodrich Corporation (2009-2012)

Continental Airlines, Inc. ("Continental") (2009-2010)

Other Experience and Qualifications: Ms. Corvi provides extensive management expertise to the Board, having served in key management and operational oversight roles for Boeing during her 34 years of service. She also brings an expertise with respect to the manufacturing of commercial aircraft, which she developed through her management of commercial airplane production for Boeing as Vice President and General Manager, Airplane Programs, Commercial Airplanes, Vice President and General Manager of 737/757 Programs, Vice President of Aircraft Systems and Interiors, Vice President of the Propulsion Systems Division, and in the other positions indicated above. Ms. Corvi brings experience to the audit committee function of the Board through her previous service on the Audit Committees of Continental and Goodrich Corporation and her current service on the Audit Committee of Hyster-Yale Materials Handling, Inc. Her service on the Continental board of directors provided her with valuable experience in the airline industry.

Jane C. Garvey

Independent

Age: 75

Director Since: 2009

Chairman of the Board

Committees: Executive (Chair), Nominating/Governance and Public Responsibility

Select Business Experience:

Chairman of Meridiam, North America (infrastructure development fund) (2009-present)

Vice President of U.S. Public Private Partnerships in Transportation at JPMorgan Chase (global financial services firm) (2008-2009)

Executive Vice President and Chairman of Transportation Practice of APCO Worldwide (public affairs and strategic communications consulting firm) (2003-2008)

Past Public Company Directorships:

Bombardier Inc. (2007-2008)

Skanska (2003-2008)

Other Experience and Qualifications: Ms. Garvey brings extensive management oversight experience to the Board as Chairman of Meridiam, North America. She also provides valuable leadership experience and knowledge of the airline industry from her past role as administrator of the Federal Aviation Administration (the "FAA"), where she was the first administrator to serve a five-year term, and as the recipient of the National Air Transportation Association's Distinguished Service Award. Through her various professional responsibilities, Ms. Garvey has also gained experience in a broad range of industries, including infrastructure development, financial services, transportation, construction and consulting.

Barney Harford

Select Business Experience:

Chief Operating Officer of Uber Technologies, Inc. ("Uber") (2018-present)

Chief Executive Officer of Orbitz Worldwide, Inc. (online travel company) (2009-2015)

Independent

Age: 47

Director Since: 2016

Committees: Audit, Nominating/Governance and Public Responsibility

Multiple roles at Expedia, Inc. (online travel company) (1999-2006), including President of Expedia Asia Pacific (2004-2006)

Past Public Company Directorships:

Orbitz Worldwide, Inc. (2009-2015)

eLong, Inc. (2004-2008)

Other Experience and Qualifications: Mr. Harford brings travel industry and ecommerce insight, combined with a successful track record deploying large technology teams, having served as Chief Executive Officer of Orbitz Worldwide, Inc. He also provides experience with international markets, in particular the Asia Pacific region, having led Expedia's entry into China, Australia and Japan. Mr. Harford also brings valuable strategy and operational experience to the Board as Chief Operating Officer of Uber, where he is responsible for Uber's global ridesharing strategy, operations, marketing and customer support and Uber Eats (Uber's food-delivery business). He previously served on the board of directors of Lola (2016-2017), LiquidPlanner, Inc., (2007-2017), Crystal Orange Hotel Group (formerly Mandarin Holdings) (2009-2012) and GlobalEnglish Corporation (2008-2011).

Table of Contents

Michele J. Hooper

Independent

Age: 67

Director Since: 2018

Committees: Audit, Compensation and Nominating/Governance

Select Business Experience:

President and Chief Executive Officer, The Directors' Council (consulting firm that works with corporate boards to increase their independence, effectiveness and diversity) (2013-present)

President and Chief Executive Officer, Voyager Expanded Learning (developer and provider of learning programs and teacher training in public schools) (1999-2000)

President and Chief Executive Officer, Stadtlander Drug Company (provider of disease-specific pharmaceutical care) (1998-1999)

Current Public Company Directorships:

PPG Industries, Inc. (1997-present)

UnitedHealth Group, Inc. (2007-present)

Past Public Company Directorships:

AstraZeneca PLC (2003-2012)

Warner Music Group Corporation (2006-2011)

Other Experience and Qualifications: Ms. Hooper provides extensive corporate governance expertise to the Board and, as President and Chief Executive Officer of The Directors' Council, has consulted with major companies to enhance the effectiveness of their corporate governance. Ms. Hooper has significant public company audit committee experience, with over 20 years of experience chairing audit committees at PPG Industries, Inc., AstraZeneca PLC, Warner Music Group Corporation and Target Corporation. Ms. Hooper's corporate governance and accounting experience, along with her experience as a senior executive at a range of companies, provides the Board with a unique set of skills that enhances the Board's leadership and oversight capabilities.

Walter Isaacson

Independent

Age: 66

Director Since: 2006

Committees: Executive, Nominating/Governance and Public Responsibility (Chair)

Select Business Experience:

Advisory Partner, Perella Weinberg Partners (a financial services firm) (2017-present)

President and Chief Executive Officer of The Aspen Institute (international education and leadership institute) (2003-2018)

Chairman and Chief Executive Officer of CNN (2001-2003)

Past Public Company Directorships:

CNN (2001-2003) (Chairman)

Other Experience and Qualifications: Mr. Isaacson provides valuable business operations expertise and extensive management knowledge, having served as President and Chief Executive Officer of The Aspen Institute. Prior to that position, he gained leadership experience and strategic development and implementation skills as Chairman and Chief Executive Officer of CNN. Mr. Isaacson has also served as the editor of *Time Magazine*. In 2009, Mr. Isaacson was appointed by President Obama to be Chairman of the Broadcasting Board of Governors, which runs international broadcasts for the U.S. government. He served in this role until January 2012. Through his various professional positions, Mr. Isaacson has gained experience in a broad range of industries, including education, economics, communications and broadcasting.

Table of Contents

James A. C. Kennedy

Independent

Age: 65

Director Since: 2016

Committees: Compensation (Chair), Executive and Finance

Select Business Experience:

President and Chief Executive Officer of T. Rowe Price Group, Inc. ("T. Rowe Price") (global investment management organization) (2007-2015)

Various other roles at T. Rowe Price throughout his tenure from 1978 to 2016

Past Public Company Directorships:

T. Rowe Price (1996-2016)

Other Experience and Qualifications: Mr. Kennedy brings to the Board a stockholders' perspective and his expertise in management, finance and leadership, particularly as result of his tenure as President and Chief Executive Officer of T. Rowe Price, a global investment management organization which provides mutual fund, sub-advisory and institutional asset management. Prior to his appointment as President and Chief Executive Officer of T. Rowe Price, Mr. Kennedy served in roles of increasing responsibility at T. Rowe Price since 1978, including equity analysis (1978-1987), Director of Equity Research (1987-1999), and Head of U.S. Equities (1997-2006). Mr. Kennedy also brings executive compensation experience to the Board, having been involved in management compensation since 1987, and served as the Chairman of the Management Compensation Committee at T. Rowe Price for nine years.

Oscar Munoz

Age: 60

Director Since: 2010

Select Business Experience:

Chief Executive Officer of the Company (Sept. 2015-present)

President of the Company (Sept. 2015-Aug. 2016)

President and Chief Operating Officer of CSX Corporation ("CSX") (railroad and intermodal transportation services company) (Feb. 2015-Sept. 2015)

Executive Vice President and Chief Operating Officer of CSX (2012-2015)

Committees: Executive and Finance

Executive Vice President and Chief Financial Officer of CSX (2003-2012)

Past Public Company Directorships:

CSX (Feb. 2015-Sept. 2015)

Continental (2004-2010)

Other Experience and Qualifications: As our Chief Executive Officer, Mr. Munoz is responsible for the Company's business and ongoing operations and management's efforts to implement the strategic priorities identified by the Board. Mr. Munoz is uniquely suited to inform the Board with respect to these matters. Mr. Munoz has also developed key expertise with respect to all aspects of the airline industry during his tenure as the Company's CEO. In addition, Mr. Munoz provides valuable expertise in management, finance, accounting and auditing to the Board. He developed this expertise during his time as the Company's CEO, as well as through more than 25 years of service prior to joining the Company in key executive positions within the telecommunications, beverage and transportation industries. Prior to joining the Company, Mr. Munoz served as the President and Chief Operating Officer of CSX from February 2015 until September 2015, with responsibility for managing all aspects of CSX's operations across its 21,000-mile network, including transportation, service design, customer service, engineering, mechanical and technology. In this role, Mr. Munoz also oversaw sales and marketing, human resources and information technology. Immediately prior to this role, Mr. Munoz served as Executive Vice President and Chief Operating Officer of CSX. Mr. Munoz also previously served as Executive Vice President and Chief Financial Officer of CSX, with responsibility for management and oversight of all financial, strategic planning, information technology, purchasing and real estate activities of CSX. In addition, he developed extensive experience in the airline industry during his six years of service on the Continental board of directors.

Table of Contents

Edward M. Philip

Independent

Age: 53

Director Since: 2016

Committees: Audit, Executive and Nominating/Governance (Chair)

Select Business Experience:

Chief Operating Officer of Partners in Health (non-profit healthcare organization) (2013-2017)

Special Partner of Highland Consumer Fund (consumer oriented investment fund) (2013-2017)

Managing General Partner of Highland Consumer Fund (2006-2013)

President and Chief Executive Officer of Decision Matrix Group (research and consulting firm) (2004-2005)

Senior Vice President of Terra Networks, S.A. (Spanish internet multinational company) (2000-2004)

Current Public Company Directorships:

Hasbro, Inc. (2002-present)

BRP Inc. (2005-present)

Past Public Company Directorships:

Trupanion, Inc. (July 2014-Dec. 2014)

Other Experience and Qualifications: Mr. Philip brings to the Board nearly three decades of leadership across the technology, health care and financial services sectors. Mr. Philip was also one of the founding members of the internet search company, Lycos, Inc. During his tenure with Lycos, Mr. Philip held the positions of President, Chief Operating Officer and Chief Financial Officer at different times. Prior to joining Lycos, he spent time as the Vice President of Finance for The Walt Disney Company and a number of years in investment banking.

Edward L. Shapiro

Independent

Age: 54

Director Since: 2016

Committees:
Compensation, Finance and Public Responsibility

Select Business Experience:

Managing Partner of PAR Capital Management, Inc. ("PAR") (investment management firm) (1999-2016)

Portfolio Manager, PAR (1997-2016)

Current Public Company Directorships:

Global Eagle Entertainment, Inc. (2013-present)

Past Public Company Directorships:

Sonifi Solutions (formerly LodgeNet Interactive Corporation) (2010-2012)

US Airways (2005-2008)

Web.com (formerly Interland) (2001-2005)

Other Experience and Qualifications: Mr. Shapiro brings to the Board financial expertise and an investor's perspective, having served in various capacities at PAR, an investment management firm specializing in investments in travel, media and internet-related companies, from 1997 to 2016. Mr. Shapiro served as Chairman of Global Eagle Entertainment, Inc., a provider of a wide range of connectivity solutions, including portable entertainment solutions, from 2013 to March 2018, and has served as lead independent director from March 2018 to present. He also formerly served as Chairman of the board of directors of Lumexis Corporation, an in-seat, inflight entertainment company, and as a member of the board of directors of Sonifi Solutions.

Table of Contents

David J. Vitale

Independent

Age: 72

Director Since: 2006

Committees: Audit (Chair), Executive and Finance

Select Business Experience:

Chairman of the Urban Partnership Bank (2010-January 2019)

Chairman of Duff & Phelps Global Utility Income Fund (2011-present), DNP Select Income Fund, Inc. (2009-present), DTF Tax-Free Income Inc. (2015-present) and Duff & Phelps Utility and Corporate Bond Trust (2015-present) (investment companies)

President, Chicago Board of Education (education) (2011-2015)

Senior Advisor to the Chief Executive Officer of the Chicago Public Schools (education) (2007-2008)

Chief Administrative Officer of the Chicago Public Schools (2003-2007)

Current Registered Investment Company Directorships:

Duff & Phelps Global Utility Income Fund (2011-present)

DTF Tax-Free Income Inc. (2005-present)

Duff & Phelps Utility and Corporate Bond Trust (2005-present)

DNP Select Income Fund, Inc. (2000-present)

Past Public Company Directorships:

Alion Science & Technology Corporation (2009-2014)

Other Experience and Qualifications: Mr. Vitale provides valuable financial and management expertise to the Board through many years of experience in significant business roles. Mr. Vitale previously served as the Chairman of the Urban Partnership Bank and as President of the Chicago Board of Education, where he was responsible for governance, organizational and financial oversight of the Chicago Public Schools. Mr. Vitale has acted both as Chief Administrative Officer of the Chicago Public Schools and Senior Advisor to the Chief Executive Officer of the Chicago Public Schools, where he provided oversight for all educational departments, including finance, operations, human resources, technology and procurement. He brings to the Board expertise on the audit committee function, having served on the Audit Committee of Alion Science & Technology Corporation. He brings additional leadership experience to the Board by serving as Chairman of Duff & Phelps Global Utility Income Fund, DNP Select Income Fund, Inc., DTF Tax-Free Income Inc. and Duff & Phelps Utility and Corporate Bond Trust. Through his extensive professional roles, Mr. Vitale gained experience in a number of industries, including education, banking, financial services and investment management.

Table of Contents

James M. Whitehurst

Independent

Age: 51

Director Since: 2016

Committees: Compensation, Finance and Nominating/Governance

Select Business Experience:

President and Chief Executive Officer of Red Hat, Inc. ("Red Hat") (provider of open source enterprise IT products and services) (2008-present)

Chief Operating Officer of Delta Air Lines, Inc. ("Delta") (2005-2007)

Chief Network and Planning Officer of Delta (2004-2005)

Senior Vice President Finance, Treasury and Business Development of Delta (2002-2004)

Current Public Company Directorships:

Red Hat (2008-present)

SecureWorks Corp. ("SecureWorks") (2016-present). On April 5, 2019, SecureWorks filed a Current Report on Form 8-K with the Securities and Exchange Commission (the "SEC") disclosing that Mr. Whitehurst was resigning from the SecureWorks board effective April 15, 2019.

Past Public Company Directorships:

DigitalGlobe, Inc. (2009-2016)

Other Experience and Qualifications: Mr. Whitehurst provides valuable business expertise in addition to airline industry knowledge to the Board. Prior to Red Hat, Mr. Whitehurst spent six years at Delta, where he managed airline operations and drove significant international expansion as Chief Operating Officer. Mr. Whitehurst helped put Delta back on firm footing as it emerged from bankruptcy in 2007. Before Delta, he held several corporate development leadership roles at The Boston Consulting Group, with clients across a wide range of industries.

Directors to be Elected by the Holders of Other Classes of Stock

The following classes of directors are to be elected by the holders of certain classes of our stock other than Common Stock.

THE HOLDERS OF COMMON STOCK DO NOT VOTE ON THE ELECTION OF THE FOLLOWING DIRECTORS.

Each nominee was previously elected or appointed by the holder of the applicable class of our preferred stock and has served continuously as a director since the date of his first election or appointment. If a nominee unexpectedly becomes unavailable before election, or we are notified that a substitute nominee has been selected, votes will be cast pursuant to the authority granted by the proxies from the respective holder(s) for the person who may be designated as a substitute nominee.

Table of Contents

ALPA Director Elected by the Holder of Class Pilot MEC Junior Preferred Stock

One director (the "ALPA director") is to be elected by the holder of our Class Pilot MEC Junior Preferred Stock, the United Airlines Pilots Master Executive Council of Air Line Pilots Association, International (the "ALPA MEC"). The ALPA MEC has nominated and intends to elect Todd M. Insler as the ALPA director. The Board has recommended that the ALPA MEC vote FOR Captain Insler.

Captain Insler is a current employee of the Company. His compensation for his role as a United pilot is determined under the collective bargaining agreement between United and the Air Line Pilots Association ("ALPA"). Captain Insler does not receive cash or equity compensation for his service as the ALPA director.

Todd M. Insler

Age: 50

Director Since: 2016

Committees: Public Responsibility

Select Business Experience:

Master Executive Council Chairman of ALPA MEC (2016-present)

Captain, United Boeing 767 (2015-present)

Captain, Airbus A320 Aircraft (2010-2015)

Other Experience and Qualifications: Captain Insler provides valuable management expertise and knowledge of aviation and airline services to the Board. Captain Insler has served in key labor union management positions within ALPA, including Chairman of the MEC Grievance Committee, member of the United Pilots' System Board of Adjustment and member of the ALPA National Information Technology Advisory Committee. In addition, Captain Insler has served as a captain for Boeing 767 aircraft since October 2015 and previously as a captain for Airbus A320 aircraft.

IAM Director Elected by the Holder of Class IAM Junior Preferred Stock

One director (the "IAM director") is to be elected by the holder of our Class IAM Junior Preferred Stock, the International Association of Machinists and Aerospace Workers (the "IAM"). The IAM has nominated and intends to elect Sito J. Pantoja as the IAM director. The Board has recommended that the IAM vote FOR Mr. Pantoja.

Sito J. Pantoja

Select Business Experience:

General Vice President of the IAM Transportation Department (2012-present)

IAM Transportation Department Chief of Staff (2005-2012)

Other Experience and Qualifications: Mr. Pantoja provides valuable management expertise and knowledge of aviation and airline services to the Board. In addition to his current position, Mr. Pantoja has served in key labor union management positions such as the IAM's representative to the Federal Aviation Administration's Rulemaking Advisory Committee and as a board member of the Guide Dogs of America.

Age: 62

Director Since: 2016

Committees: Public Responsibility

Table of Contents

Corporate Governance

We are committed to high standards of corporate governance and to conducting our business ethically and with integrity and professionalism. In furtherance of these commitments, the Board has adopted Corporate Governance Guidelines developed and recommended by the Nominating/Governance Committee, which are available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Corporate Governance Guidelines" under the heading "Governance Documents."

Corporate Governance Guidelines

The Nominating/Governance Committee monitors developments in the laws, regulations and best practices relating to corporate governance and periodically recommends to the Board the adoption of amendments to the Corporate Governance Guidelines to reflect those developments. The current Corporate Governance Guidelines provide for the governance practices described below.

Independence. Our Corporate Governance Guidelines require that a majority of the Board be "independent" under the criteria for independence established by the rules of the Nasdaq Stock Market LLC (the "Nasdaq Listing Rules") and any other applicable rules or regulations, and the Board has adopted categorical standards to assist it in determining whether a director has any direct or indirect material relationship with the Company. Please see "Director Independence" below for a discussion of the Board's independence determinations.

Limitation on Board Service. None of our directors is permitted to serve on the board of directors of more than four other public companies. In addition, no director who is an active chief executive officer or the equivalent of another public company is permitted to serve on the boards of more than two other public companies. No member of the Company's management is permitted to serve on the board of directors of another company if an independent director of the Company serves as the chairman, chief executive officer or president of such other company.

Retirement Age for Directors. No candidate is eligible for election or reelection as a director if at the time of such election he or she is 75 or more years of age, unless the Board affirmatively determines otherwise.

Changes in Business or Professional Affiliations or Responsibilities. If a director experiences a substantial change in his or her principal business or professional affiliations or responsibilities from the time such individual was first elected to the Board, the director is required to volunteer to resign from the Board. The Board, through the Nominating/Governance Committee (excluding the director who volunteered to resign, if a member of the Nominating/Governance Committee), will have the opportunity to review the continued appropriateness of the director's Board membership under the particular circumstances, and shall determine whether to accept such resignation.

Conflicts of Interest. Our Corporate Governance Guidelines require any director with a potential conflict of interest to disclose the matter to the Chairman of the Board and the Lead Director (if appointed at the time, as defined below) before any decision is made related to the matter. If the Chairman of the Board and the Lead Director, in consultation with legal counsel, determine that a conflict exists, or that the perception of a conflict is likely to be significant, then the director is obligated to recuse himself or herself from any discussion or vote related to the matter.

Lead Director. Pursuant to our Corporate Governance Guidelines, in the event that the Chairman of the Board is not an independent director, the independent directors may designate a lead director from among the independent directors (the "Lead Director"). If the independent directors do not designate a Lead Director, then the Chairman of the Nominating/Governance Committee will become the Lead Director

on an *ex officio* basis. The Lead Director's responsibilities include, but are not limited to, the following: consulting with the Chairman of the Board to determine the agenda for Board meetings; presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors; serving as liaison between the Chairman of the Board and the independent directors; approving information sent to the Board; approving meeting agendas for the Board; approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; having the authority to call meetings of the independent directors; coordinating the agenda for moderating sessions of the Board's independent directors; assisting the Board in assuring compliance with and implementation of the Corporate Governance Guidelines; and, if requested by major stockholders, ensuring that he or she is available for consultation and direct communication.

Annual Performance Evaluation of the Board. The Nominating/Governance Committee develops, recommends to the Board and coordinates the annual performance evaluation of the Board to determine whether the Board is functioning effectively and meeting its objectives and goals. Each of the Audit Committee, Compensation Committee, Executive Committee, Finance Committee, Nominating/Governance Committee and the Public Responsibility Committee separately perform annual self-evaluations. The collective evaluation results are reported by the committee chair to the full committee for discussion. In addition, the Nominating/Governance Committee periodically performs an evaluation of each director's individual performance. In 2018, the Board retained an outside facilitator to conduct the individual performance evaluations, which were discussed with each individual director. The Board believes that this individual evaluation process supports its effectiveness and strengthens the Board.

Annual Meeting Attendance. Our directors are expected to attend each annual meeting of stockholders absent exceptional reasons. Eleven of our 14 directors then in office at the time attended the 2018 annual meeting of stockholders. Two of the directors who did not attend were not standing for reelection at the 2018 annual meeting.

Bylaws, Committee Charters and Other Policies

In addition to those practices established by our Corporate Governance Guidelines, our Amended and Restated Bylaws (the "Bylaws"), the charters of the Board committees and our other Company policies provide for the following significant corporate governance practices:

- All of the members of the Board are elected annually by our stockholders.

- The Board and each of its committees have the authority to retain outside consultants or advisers at the Company's expense as the directors deem necessary or appropriate.

- Our stockholders have the right to submit director nominees to the Board to be included in the Company's annual proxy statement, known as "proxy access." Stockholders are eligible to use proxy access if they (individually or together with a group of up to 20 stockholders) own 3% or more of the Company's capital stock entitled to vote in the election of directors. In addition, such stockholder (or group) must have owned such stock continuously for at least three years. Our proxy access allows any eligible stockholder (or group) to nominate director candidates constituting up to the greater of two or 20% of the Board elected by the holders of Common Stock (subject to reduction in certain circumstances), provided that the stockholder (or group) and each nominee satisfy the requirements specified in the Bylaws.

- Our officers and directors are prohibited from engaging in speculative and derivative trading, short-selling, or otherwise hedging or pledging our securities.

Director Independence

In connection with the annual determination of director independence, the Board has adopted the following categorical standards as part of the Corporate Governance Guidelines to assist the Board in determining whether a director has any direct or indirect material relationship with the Company.

Under the categorical standards adopted by the Board, a director is not independent if:

- The director is, or at any time during the past three years was, employed by the Company.
- The director accepted or has a family member who accepted any compensation from the Company in excess of $120,000 during any period of 12 consecutive months within the three years preceding the determination of independence, other than the following:
  - compensation for Board or Board committee service;
  - compensation paid to a family member who is an employee (other than an executive officer) of the Company; or
  - benefits under a tax-qualified retirement plan, or non-discretionary compensation.
- The director is a family member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer.
- The director is, or has a family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, other than the following:
  - payments arising solely from investments in the Company's securities; or
  - payments under non-discretionary charitable contribution matching programs.
- The director is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity.
- The director is, or has a family member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.

The Board has also considered the purchase of the Company's air carrier services in the ordinary course by the employer of any director who is actively employed, and has determined that such purchases are immaterial in amount and significance, and therefore do not preclude a finding of independence for such director.

For purposes of these categorical standards, (i) a "family member" of a director includes a director's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home, and (ii) the "Company" means United Continental Holdings, Inc. and its direct and indirect subsidiaries. In connection with the determination of director independence, the Nominating/Governance Committee reviewed the categorical standards adopted by the Board together with the Nasdaq Listing Rules and other applicable legal requirements. The Nominating/Governance Committee also reviewed information compiled from the responses to questionnaires completed by each of the directors, information derived from the Company's corporate and financial records and information available from public records.

Table of Contents

Consistent with the recommendation of the Nominating/Governance Committee, the Board has applied these independence tests and standards to each of the current directors and nominees for director. The Board has affirmatively determined that each of Mses. Corvi, Garvey and Hooper, and Messrs. Harford, Isaacson, Kennedy, Nuti, Philip, Shapiro, Vitale and Whitehurst qualify as "independent" under the applicable independence tests and standards. Messrs. Munoz and Pantoja and Captain Insler do not qualify as "independent" under the applicable tests and standards. Mr. Munoz is not independent as he is an executive officer and employee of the Company. Captain Insler is not independent because he is an employee of United Airlines, Inc., the principal operating subsidiary of the Company ("United Airlines"). Mr. Pantoja is not independent because he is affiliated with the IAM, a union that represents certain of the Company's employees. Two former directors who served during 2018, Robert A. Milton and Laurence E. Simmons, were also determined to be independent. Please see "Proposal No. 1: Election of Directors" above for a list of all nominees, together with biographical summaries for the nominees, including each individual's business experience, directorships and qualifications.

Majority Voting; Resignation Policy

The Bylaws and the Corporate Governance Guidelines provide that directors will be elected by a majority of votes cast in uncontested elections and a plurality vote in contested elections. When a majority vote standard applies, the Corporate Governance Guidelines require any incumbent director who fails to receive a majority of the votes cast in an uncontested election to tender his or her resignation to the Board promptly following certification of the stockholders' vote. The Nominating/Governance Committee will consider the tendered resignation, and recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. The Board is expected to act on the recommendation within 120 days following certification of the stockholders' vote and will promptly disclose its decision regarding whether to accept the director's resignation offer through a press release, a Current Report on Form 8-K, or other means of public disclosure deemed appropriate. The director who tenders his or her resignation will not participate in the recommendation of the Nominating/Governance Committee or the decision of the Board with respect to his or her resignation.

Board Meetings

The Board meets regularly on previously determined dates, and special meetings are scheduled when required. The Board held eight meetings in 2018. During 2018, each of the directors attended at least 75% of the total number of meetings of the Board and each committee of which he or she was a member, except for Mr. Nuti. As indicated above under "Corporate Governance Guidelines Annual Meeting Attendance," our directors are also expected to attend each annual meeting of stockholders absent exceptional reasons.

Executive Sessions of Non-Management Directors

Our non-management directors regularly meet separately in executive session outside the presence of management directors. Our Corporate Governance Guidelines provide that the independent Chairman of the Board or Lead Director (in the event the Chairman of the Board is not independent) preside over non-management director executive sessions. In addition, our Corporate Governance Guidelines require our independent directors to meet outside the presence of management and the other directors at least twice per year, with the independent Chairman or Lead Director, as applicable, also presiding over such sessions.

Table of Contents

Board Leadership Structure

The Board has the responsibility for selecting the appropriate leadership structure for the Company. Our Corporate Governance Guidelines state that the offices of the Chairman of the Board and Chief Executive Officer may be either combined or separated, in the Board's discretion.

The Board is currently led by an independent Chairman, Ms. Garvey. The Board believes that separating the roles of Chief Executive Officer and Chairman of the Board is the most appropriate structure at this time. Having an independent Chairman of the Board is a means to ensure that Mr. Munoz is able to more exclusively focus on his role as Chief Executive Officer. The Board also believes that an independent Chairman of the Board can effectively manage the relationship between the Board and the Chief Executive Officer.

Board Oversight of Risk Management

The Board considers effective risk oversight an important priority. As we consider risks in connection with virtually every business decision, the Board discusses risk throughout the year generally and in connection with specific proposed actions. The Board's approach to risk oversight includes understanding the critical risks in the Company's business and strategy, evaluating the Company's risk management processes, allocating responsibilities for risk oversight among the full Board and its committees, and fostering an appropriate culture of integrity and compliance with legal and ethical responsibilities.

The Board exercises its oversight of our risk management policies and practices primarily through its committees, as described below, which regularly report back to the Board regarding their risk oversight activities.

The Audit Committee oversees the Company's risk assessment and risk management policies and strategies with respect to major business risk exposures (taking into account the risk assessment and risk management policies and strategies managed through the Company's Finance Committee), including risks related to the Company's financial statements, the financial reporting process, accounting and certain legal and compliance matters and data privacy, network security and other cyber risks. The Audit Committee also oversees the internal audit function and the Company's ethics and compliance program.

The Finance Committee oversees the Company's management of certain financial, operating and economic risks, including the Company's hedging strategies related to fuel, foreign currency and interest rates, various insurance programs, including coverage for property, casualty, fiduciary and political risk and directors and officers liability, and 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).

The Compensation Committee periodically reviews the potential risks arising from our compensation policies, practices and programs in light of the Company's risk profile and risk management process, as well as risk-mitigating features and controls, to determine whether any such risks are material to the Company. In reviewing our compensation program design, the Compensation Committee engages in discussions with its independent compensation consultant and management regarding potential risks arising from our compensation policies, practices and programs. Compensation risk is assessed in the context of compensation program design, setting of performance targets, certifying performance against targets, compensation risk in the context of overall risk procedures and our broad-based compensation programs. Based on those discussions and a 2018 compensation risk assessment, the Compensation Committee determined that the structure of the Company's compensation policies, practices and programs in place at

that time did not create any risks that were reasonably likely to have a material adverse effect on the Company. In reaching this determination, some of our compensation policies, practices and program features that were considered included: oversight by an independent compensation committee; our balance of base pay combined with short- and long-term incentives that reward both absolute and relative performance measures, as well as strategic objectives and individual performance; 2018 long-term incentives include time-vested restricted share unit awards, which help to further balance performance results and contain the overall volatility of outstanding incentives; our annual incentive awards include a cap on maximum payout opportunities which mitigates against excessive earn-out potentials; performance awards occur annually, resulting in overlapping performance periods that even out business cycles and introduce multiple-year incentive horizons; use of multiple performance metrics to create a further balance of rewards; payout timing over multi-year and overlapping performance periods; the inclusion of consistent performance metrics and incentives across performance periods; the inclusion of a profitability gate for the annual incentive and a discretionary gate for the other incentives based on the Company's having an adequate cash balance; the Compensation Committee retains discretion to reduce the annual incentive payouts below the formulaic performance results; inclusion of equity incentives and stock ownership guidelines that discourage short-term risks that disadvantage long-term stock price; our compensation claw-back policy and inclusion of claw-back provisions in our programs; and securities trading policies that prohibit pledging and hedging of our securities, including our Common Stock, by our officers and directors. In addition, the Compensation Committee receives input from an independent compensation consultant regarding program design, including risks associated with plan design features. Considerable support and analysis accompanies the target setting process, and targets are established based on the Company's Board-approved budgets, updated forecast information and long-term operating plan. The Compensation Committee certifies performance against our targets based on results reviewed by internal audit before any payments are made.

The Nominating/Governance Committee periodically reviews the risks arising from our corporate governance policies and practices, including the structure and performance of the Board, its committees and our individual directors. The Nominating/Governance Committee also reviews and oversees the Company's succession planning process for executive officers.

The Public Responsibility Committee oversees social, political, safety and environmental issues that could pose significant risk to the Company's reputation, business or performance.

While the Board oversees risk management, the Company's management is charged with identifying and managing the risks. The Company has robust internal processes and a strong internal control environment to identify and manage risks and to communicate with the Board about these risks. These include an enterprise risk management program, an enterprise risk management committee, an ethics and compliance program, and comprehensive internal and external audit processes. The Board receives periodic reports on each of these aspects of the Company's risk management process. In addition, the Board, through the Audit and Finance Committees, participates in the enterprise risk management process by providing feedback on management's identification and assessment of the key risks facing the Company.

Communications with the Board

Stockholders and other interested parties may contact the Board as a whole, or any individual member, including the Chairman or the non-management or independent directors as a group, by one of the following means: (i) writing to the Board of Directors, United Continental Holdings, Inc., c/o the Corporate Secretary's Office, 233 S. Wacker Drive, Chicago, Illinois 60606; or (ii) emailing the Board at *UALBoard@united.com*.

Table of Contents

Stockholders may communicate with the Board on an anonymous or confidential basis. The Board has designated the Executive Vice President and Chief Administrative Officer and the Corporate Secretary's Office as its agents for receipt of communications. All communications will be received, processed and initially reviewed by the Corporate Secretary's Office. The Corporate Secretary's Office generally does not forward communications that are not related to the duties and responsibilities of the Board, including junk mail, service complaints, employment issues, business suggestions, job inquiries, opinion surveys and business solicitations. The Corporate Secretary's Office maintains communications and they are available for review by any member of the Board at his or her request. The Chairman of the Audit Committee is promptly advised of any communication that alleges management misconduct or raises legal, ethical or compliance concerns about Company policies and practices.

Code of Ethics and Business Conduct

The Company has adopted a code of ethics, the "Code of Ethics and Business Conduct," for directors, officers (including the Company's principal executive officer, principal financial officer and principal accounting officer), employees and third-party representatives such as contractors, consultants and agents of the Company and its subsidiaries. The code serves as a "Code of Ethics" as defined by SEC regulations and Nasdaq Listing Rules. The code is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Code of Ethics and Business Conduct" under the heading "Governance Documents."

Environmental Sustainability

United is committed to building a sustainable future and strives to minimize its environmental impact. In 2018, United was ranked number one globally among air carriers in Newsweek's Global 500 Green Rankings, one of the most recognized environmental performance assessments of the world's largest publicly-traded companies. Through its Eco-Skies program, the Company continuously looks for ways to reduce its environmental footprint, with efforts focused on (i) fuel efficiency and emissions reduction; (ii) the development and use of sustainable fuel sources; (iii) sustainable products and materials management; and (iv) partnering with customers and stakeholders to promote sustainability and protect the environment.

Fuel efficiency and emissions reduction. Improving fuel efficiency is critical to the Company's ability to manage its carbon footprint. In 2018, the Company announced a pledge to reduce its greenhouse gas emissions by 50 percent relative to 2005 levels by the year 2050, and it is taking various actions that are expected to help reduce its carbon dioxide emissions over time. United has made significant investments in a modern, fuel-efficient fleet while implementing operational and procedural changes to drive fuel conservation. In addition, over 4,000 of the Company's ground service equipment around the world are electric or use alternative fuels. United has LEED certified buildings in Chicago, Houston and San Francisco and is evaluating ways to reduce its non-fuel energy use at other facilities in the Company's network.

Sustainable fuel sources. United is working with strategic partners to generate sustainable aviation fuels capable of reducing its emissions and providing energy diversification. The Company uses biofuel from World Energy in its daily operations at Los Angeles International Airport and has sourced more than two million gallons of sustainable aviation biofuel since 2016. In 2015, the Company made a $30 million equity investment in Fulcrum BioEnergy, Inc., a company that has developed a process for transforming municipal solid waste into transportation fuels ("Fulcrum"), and entered into a long-term supply agreement with Fulcrum which provides United with the opportunity to purchase at least 90 million gallons of sustainable aviation fuel a year for a minimum of 10 years from Fulcrum, subject to availability.

Table of Contents

Sustainable products and materials management. United is focused on responsibly managing and reducing the waste generated onboard its aircraft, in airports and throughout its operations. In 2018, United joined the #SheddTheStraw campaign, developed by the Shedd Aquarium in Chicago, and replaced single-use plastic stirring sticks and cocktail picks with a sustainable bamboo alternative.

Eco-Skies partners. United partners with its employees, customers, airports, suppliers and governmental organizations to advance its sustainability efforts and protect the environment. For example, United has worked with Conservation International since 1998 as part of its Business & Sustainability Council, a community of companies committed to leveraging their business experiences and resources to protect nature for the benefit of humanity. In addition, together with Audubon International and the Port Authority of New York and New Jersey, United launched the Raptor Relocation Program to protect kestrels, hawks, owls and other birds in and around New York-area airports and resettle them to more suitable habitats.

Additional information on United's commitment to environmental sustainability is available at *united.com/ecoskies*.

Community Engagement

At United, we believe in connecting people, and that every action we take to positively impact our community counts. The Company focuses its community engagement on (i) investing in communities where our employees and customers live and work; (ii) lifting up communities impacted by disaster; (iii) breaking down barriers and promoting inclusion; (iv) inspiring the next generation of leaders; and (v) flying towards a more sustainable future.

Investing in communities where our employees and customers live and work. United is committed to investing in the communities where its employees and customers live and work. For example, in 2018, the Company awarded a total of $8 million in grants to nine different organizations designed to address critical needs identified by local leadership in each of the Company's hub market communities of Chicago, Denver, Houston, Los Angeles, San Francisco, Newark/New York and Washington, D.C. These grants will support job training and workforce development, target food insecurity, provide nutrition education, support affordable housing and immigration services, among other initiatives. Additionally, United employee-volunteers supported projects both in their local communities as well as projects on a global scale, including assembling more than 300,000 meal kits to be distributed to more than 10 countries around the world in partnership with Rise Against Hunger. In 2018, 5,416 United employees contributed more than 66,467 volunteer service hours to Company-sponsored community outreach projects and to organizations of their choice.

Lifting up communities impacted by disaster. United is committed to supporting communities impacted by disaster. Since 2013, United, its employees and customers have raised nearly $9 million and shipped more than one million pounds of relief supplies to impacted areas. In 2018, United hosted online disaster relief campaigns for those impacted by Super Typhoon Yutu, Hurricane Michael, Hurricane Florence, Typhoon Mangkhut, wildfires in California and flooding in western Japan. In addition, in January 2019, United donated $1.6 million to Feeding America and regional foodbanks in support of families who needed assistance due to loss of income resulting from the federal government shutdown.

Breaking down barriers and promoting inclusion. At United, we strive to create a true sense of human connection to demonstrate how we lead with heart and how we value every individual's unique needs. In 2017, United announced a new global partnership with Special Olympics. The Company shares Special Olympics' mission of creating a world where all are included and given the chance to participate. In 2018, United began to incorporate inclusivity scenarios informed by Special Olympics in company-wide core4 training provided to 60,000 employees. United is continuing this work with Special Olympics by developing custom training modules for United employees focused on being inclusive to all, especially those with intellectual disabilities. United employees welcomed athletes from across the nation competing in the 2018

Table of Contents

Special Olympics USA Games in Seattle. In addition, United became the first U.S. carrier to transport the Special Olympics Flame of Hope on a domestic flight to Chicago to celebrate the 50th anniversary of the movement, and participated in the Global Day of Inclusion, among other events.

Inspiring the next generation of leaders. United is committed to inspiring future generations of aviation leaders by supporting K-12 STEM education, college and career readiness and workforce development. As the official airline of Global Glimpse, United has provided transportation to more than 1,000 students and their teachers to participate in service learning trips to Ecuador, Panama and the Dominican Republic. In 2018, United hosted more than 300 girls from diverse backgrounds at 11 locations around the world for Girls in Aviation Day to encourage their excitement and interest in aviation. Also, in 2018, United sponsored 40 primary and middle school educators from the Company's hub markets to participate in Air Camp's four-day professional development program for teachers inspiring them to confidently incorporate aviation and STEM concepts into their classrooms reaching more than 700 students.

Flying towards a more sustainable future. In support of the Company's environmental sustainability initiatives, United engages in projects designed to reduce landfill waste and support those in need. United is proud to be the first airline to partner with Clean the World, an organization that works to prevent millions of hygiene-related deaths each year. In 2018, through the Company's partnership with Clean the World, United collected more than 50,000 pounds of unused premium cabin amenity kits and recycled the products in them to support disaster relief, homeless shelters and aid organizations around the world.

Nominations for Directors

As described below, our Nominating/Governance Committee identifies and recommends for nomination individuals qualified to be Board members, other than directors elected by holders of preferred stock of the Company (the ALPA director and the IAM director). The Nominating/Governance Committee identifies directors through a variety of means, including suggestions from members of the Nominating/Governance Committee and the Board, as well as suggestions from Company officers, employees, stockholders and others. The Nominating/Governance Committee may retain a search firm to identify director candidates (other than those elected by holders of preferred stock of the Company). The Nominating/Governance Committee has retained Spencer Stuart, an executive search and leadership consulting firm, to assist with identifying potential director candidates.

In addition, the Nominating/Governance Committee considers candidates for director suggested by stockholders. Holders of Common Stock may submit director candidates for consideration (other than those elected by holders of preferred stock of the Company) by writing to the Chairman of the Nominating/Governance Committee, United Continental Holdings, Inc., c/o the Corporate Secretary's Office, 233 S. Wacker Drive, Chicago, Illinois 60606. Stockholders must provide the recommended candidate's name, biographical data, qualifications and other information required by Section 2.10 of the Bylaws with respect to director nominations by stockholders.

A candidate for election as a director of the Board (other than those elected by holders of preferred stock of the Company) should possess a variety of characteristics. Candidates for director recommended by stockholders must be able to fulfill the independence standards established by the Board as set forth in Nasdaq Listing Rules, any other applicable rules or regulations, and the Company's Corporate Governance Guidelines as outlined above under "Director Independence."

Submissions of candidates who meet the criteria for director nominees approved by the Board will be forwarded to the Chairman of the Nominating/Governance Committee for further review and consideration. The Nominating/Governance Committee reviews the qualifications of each candidate and makes a recommendation to the full Board. The Nominating/Governance Committee considers all potential candidates in the same manner and by the same standards regardless of the source of the recommendation and acts in its discretion in making recommendations to the full Board. Any invitation to join the Board

(other than with respect to any director who is elected by holders of preferred stock of the Company) is extended by the entire Board through the Chairman of the Board or the Chairman of the Nominating/Governance Committee.

In addition to recommending director candidates to the Nominating/Governance Committee, stockholders may also, pursuant to procedures established in the Bylaws, directly nominate one or more director candidates to stand for election at an annual or special meeting of stockholders. For an annual meeting of stockholders, a stockholder wishing to make such a nomination must deliver written notice of the proposed nomination to the Secretary of the Company not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of stockholders. For a special meeting of stockholders, a stockholder wishing to make such a nomination must deliver written notice of the nomination to the Secretary of the Company not earlier than 120 days prior to the date of such special meeting and not later than the close of business on the later of: (x) 90 days prior to the date of such special meeting; and (y) 10 days following the day on which public announcement is first made of the date of such special meeting. In either case, a notice of nomination submitted by a stockholder must include information concerning the nominating stockholder and the stockholder's nominee(s) as required by the Bylaws.

In accordance with the Bylaws, stockholders may also submit director nominees to the Board to be included in the Company's annual proxy statement, known as "proxy access." Stockholders who intend to submit director nominees for inclusion in the Company's proxy materials for the 2020 annual meeting of stockholders must comply with the requirements of proxy access as set forth in the Bylaws. The stockholder or group of stockholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to the Company not less than 120 days nor more than 150 days prior to the anniversary of the date that the Company first mailed its proxy materials for the annual meeting of the previous year.

Although the Company does not have a formal policy on Board diversity, the Board seeks independent directors with diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. The Nominating/Governance Committee is committed to actively seeking women and minority candidates for the pool from which director candidates are chosen. A candidate for director should have experience in positions with a high degree of responsibility and be selected based upon contributions he or she can make to the Board and upon his or her willingness to devote adequate time and effort to Board responsibilities. In making this assessment, the Nominating/Governance Committee will consider the number of other boards on which the candidate serves and the other business and professional commitments of the candidate. The candidate should also have the ability to exercise sound business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. As described above, no candidate is eligible for election or reelection as a director if at the time of such election he or she is 75 or more years of age, unless the Board affirmatively determines otherwise.

Table of Contents

Committees of the Board

The Board has six standing committees: Audit, Compensation, Executive, Finance, Nominating/Governance and Public Responsibility. The Audit Committee, Compensation Committee and Nominating/Governance Committee are comprised solely of independent directors. The chart below shows the current membership of each committee and a summary of the functions performed by each committee.

COMMITTEE MEMBERSHIP

	AUDIT	COMPENSATION	EXECUTIVE	FINANCE	NOMINATING/ GOVERNANCE	PUBLIC RESPONSIBILITY
Carolyn Corvi	M		M	C		
Jane C. Garvey			C		M	M
Barney Harford	M				M	M
Michele J. Hooper*	M	M			M	
Todd M. Insler						M
Walter Isaacson			M		M	C
James A. C. Kennedy		C	M	M		
Oscar Munoz			M	M		
William R. Nuti		M		M		M
Sito J. Pantoja						M
Edward M. Philip*	M		M		C	
Edward L. Shapiro		M		M		M
David J. Vitale*	C		M	M		
James M. Whitehurst		M		M	M	

Key:

M = Committee Member

C = Committee Chair

* = Audit Committee Financial Expert

Audit Committee

The Audit Committee met eight times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Audit Committee Charter" under the heading "Governance Documents." All of the members of the Audit Committee are independent as defined by the applicable Nasdaq Listing Rules and SEC standards. The Board has determined that each of the Audit Committee members satisfies the financial literacy requirements under the Nasdaq Listing Rules, and that each of Ms. Hooper and Messrs. Philip and Vitale qualifies as an "audit committee financial expert" as defined by SEC regulations.

The purpose of the Audit Committee is to: (i) oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements; (ii) assist the Board in fulfilling its responsibility to oversee: (a) the integrity of the Company's financial statements and the adequacy of the Company's system of disclosure controls and internal controls over financial reporting; (b) the Company's compliance with legal and regulatory requirements and ethical standards; (c) the independent auditors' qualifications and independence; and (d) the performance of the Company's internal audit function and independent auditors; (iii) provide an open avenue of communication between the independent auditors, the internal auditors, management and the Board; and (iv) prepare an audit committee report as required by the SEC, which is set forth in this proxy statement under "Audit Committee Report."

Table of Contents

In discharging its duties, the Audit Committee has the authority to conduct or authorize investigations or studies into any matters within the Audit Committee's scope of responsibilities. The Audit Committee can form and delegate authority to subcommittees. It also has the authority, without further Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisers as it deems advisable.

Compensation Committee

The Compensation Committee met eight times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Compensation Committee Charter" under the heading "Governance Documents." All of the members of the Compensation Committee are independent as defined under the Nasdaq Listing Rules.

The Compensation Committee is responsible for, among other things: (i) overseeing the administration of the Company's compensation plans (other than plans covering only directors of the Company), including the equity-based plans and executive compensation programs of the Company; (ii) discharging the Board's responsibilities relating to the performance evaluation and compensation of the Company's officers, including the Company's Chief Executive Officer; and (iii) preparing the compensation committee report required by the SEC to be included in the annual proxy statement, which is set forth in this proxy statement under "Executive Compensation Compensation Committee Report." The Compensation Committee also is responsible for reviewing and discussing with management the Compensation Discussion and Analysis (the "CD&A"), and based on such discussions, determining whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable. The Compensation Committee also reviews and makes recommendations to the Board with respect to the adoption (or submission to stockholders for approval) or amendment of executive incentive compensation plans and all equity-based compensation plans for the Company (other than equity-based plans covering only directors of the Company). Furthermore, the Compensation Committee exercises the powers and performs the duties, if any, assigned to it from time to time under any compensation or benefit plan of the Company or any of its subsidiaries.

The Compensation Committee performs a review, at least annually, of the goals and objectives of the Company and establishes the goals and objectives for the Chief Executive Officer. In addition, the Compensation Committee annually evaluates the performance of the Chief Executive Officer, including evaluating the Chief Executive Officer's performance in light of the goals and objectives relevant to his compensation and discusses that evaluation with the Board. The Compensation Committee has the sole authority to set the Chief Executive Officer's compensation based on this evaluation and the Company's compensation philosophy. The Compensation Committee also reviews and determines at least annually the compensation of each other executive officer of the Company. In addition to the Chief Executive Officer, the Compensation Committee oversees the annual performance evaluation process of the other executive officers of the Company.

The Compensation Committee has delegated to the Chief Executive Officer the authority to grant stock awards to eligible participants (other than executive officers of the Company), the interpretative authority under the Company's incentive compensation plans for interpretations and determinations relating to the grant of stock awards to such eligible participants and the modification of the terms of such a participant's award following termination of employment. Additionally, the Chief Executive Officer makes recommendations to the Compensation Committee regarding the compensation of the officers who report directly to him. His recommendations are based on input from the Executive Vice President, Human Resources and Labor Relations and her staff, and the Compensation Committee's independent compensation consultant. The Compensation Committee has the authority to review, approve and revise these recommendations as it deems appropriate.

The Compensation Committee has the authority, in its sole discretion, to retain or obtain, at the expense of the Company, the advice of a compensation consultant, independent legal counsel or other adviser (each, a "compensation adviser"). The Compensation Committee may select a compensation adviser only after taking into consideration all factors relevant to the compensation adviser's independence from management, including the factors specified under Nasdaq Listing Rules. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation adviser retained by the Compensation Committee. It also has the authority, without further Board approval, to obtain, at the expense of the Company, advice and assistance from internal and external legal, accounting or other advisers as it deems advisable. The Compensation Committee can also form and delegate authority to subcommittees.

Role of Compensation Consultant in Determining Executive Compensation

The Compensation Committee has retained Exequity LLP ("Exequity") as its independent compensation consultant. A representative of Exequity regularly attends Compensation Committee meetings, participates in discussions regarding executive compensation issues, and, from time to time and in connection with the setting of incentive compensation targets, makes executive compensation recommendations to the Compensation Committee based on available marketplace compensation data for U.S. peer airlines and certain non-airline companies with comparable revenue and other characteristics. Exequity reports exclusively to the Compensation Committee and does not provide any additional services to the Company other than advice to the Nominating/Governance Committee with respect to director compensation.

The Compensation Committee maintains a conflict of interest policy governing the relationship with its compensation consultant in order to ensure objectivity and minimize the potential for conflicts of interest in the delivery of executive compensation advice. The policy establishes management's obligation to report periodically to the Compensation Committee the scope and amount of work being performed by the consultant or its affiliates for the Company. The policy also specifies that the consultant reports directly to the Compensation Committee and has direct access to the Compensation Committee through its Chairman (or in the case of services being provided to the Board, through the Chairman of the Board or, as applicable, the Lead Director). The policy prohibits the consultant from soliciting business from the Company other than work on behalf of the Compensation Committee or the Board and requires the consultant to develop policies and procedures to prevent any employee of the consultant who advises the Compensation Committee or the Board from discussing such services with other employees of the consultant who currently provide other services to the Company or who were providing other services during the prior year. The Compensation Committee has assessed the independence of Exequity pursuant to Nasdaq Listing Rules and concluded that Exequity's work for the Compensation Committee does not raise any conflict of interest.

Executive Committee

The Executive Committee met five times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Executive Committee Charter" under the heading "Governance Documents." The Executive Committee is authorized to exercise all of the powers of the Board, subject to certain limitations, 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. The Executive Committee can also form and delegate authority to subcommittees.

Finance Committee

The Finance Committee met six times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Finance Committee Charter" under the heading "Governance Documents." The Finance Committee is responsible for, among other things: (i) reviewing financial plans and budgets and cash management policies and activities; (ii) evaluating and advising the Board on any proposed merger or

Table of Contents

consolidation, or any significant acquisition or disposition of assets; (iii) evaluating and advising the Board on business opportunities and financing transactions; (iv) evaluating capital structure and recommending certain proposed issuances of securities; and (v) reviewing strategies relating to financial, operating or economic risk. The Finance Committee can also form and delegate authority to subcommittees.

Nominating/Governance Committee

The Nominating/Governance Committee met four times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Nominating/Governance Committee Charter" under the heading "Governance Documents." All of the members of the Nominating/Governance Committee are independent as defined by Nasdaq Listing Rules.

The Nominating/Governance Committee is responsible for, among other things: (i) identifying, evaluating and recommending for nomination individuals qualified to be Board members, other than directors appointed by holders of preferred stock of the Company; (ii) developing, recommending and periodically reviewing the Company's Corporate Governance Guidelines and overseeing corporate governance matters; (iii) reviewing and overseeing the Company's succession planning process for executive officers, including the Chief Executive Officer; (iv) overseeing an annual evaluation of the Board; and (v) reviewing and making recommendations to the Board with respect to director compensation. In discharging its duties, the Nominating/Governance Committee has the authority to conduct or authorize investigations into any matters within the Nominating/Governance Committee's scope of responsibilities. The Nominating/Governance Committee can form and delegate authority to subcommittees.

The Nominating/Governance Committee has the 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. It also has the authority, without further Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisers as it deems advisable.

Public Responsibility Committee

The Public Responsibility Committee met four times during 2018 and has a written charter adopted by the Board, which is available on the Company's website, *ir.united.com*, by following the link "Corporate Governance" and selecting "Public Responsibility Committee Charter" under the heading "Governance Documents."

The Public Responsibility Committee is responsible for oversight of: the Company's 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. The Public Responsibility Committee can also form and delegate authority to subcommittees.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is currently composed of Messrs. Kennedy, Nuti, Shapiro and Whitehurst and Ms. Hooper, each of whom is an independent, non-management director, and no member of the Compensation Committee has ever been an officer or employee of the Company or any of its subsidiaries. None of our executive officers has served as a member of any board of directors or compensation committee of any other company for which any of our directors served as an executive officer

Table of Contents

at any time since January 1, 2018. In addition, no member of the Compensation Committee had any relationship requiring disclosure under Item 404 of Regulation S-K promulgated by the SEC.

Certain Relationships and Related Transactions

Review, Approval or Ratification of Transactions with Related Parties

The Board recognizes that transactions involving the Company and related parties present a heightened risk of conflicts of interest. In order to ensure that the Company acts in the best interests of its stockholders, the Board has adopted a written policy for the review and approval of any Related Party Transaction (as defined below). It is the policy of the Company that any Related Party Transaction must be approved or ratified by the Audit Committee or, if the Board determines that a transaction should instead be reviewed by all of the disinterested directors on the Board, by a majority of the disinterested directors on the Board. No director is permitted to participate in the review or approval of a Related Party Transaction if such director or his or her immediate family member is a Related Party (as defined below). In reviewing a proposed transaction, the Audit Committee or the disinterested directors, as applicable, must (i) satisfy themselves that they have been fully informed as to the Related Party's relationship and interest and as to the material facts of the proposed transaction, (ii) consider all of the relevant facts and circumstances available to them, including but not limited to: the benefits to the Company, the impact on a director's independence, the availability of other sources for comparable products or services, the terms of the transaction, and the terms available to unrelated third parties or to employees generally, and (iii) determine whether or not the proposed transaction is fair to the Company and is not inconsistent with the best interests of the Company and its stockholders.

If the Company enters into a transaction that (i) the Company was not aware constituted a Related Party Transaction at the time it was entered into but which it subsequently determines is a Related Party Transaction or (ii) did not constitute a Related Party Transaction at the time such transaction was entered into but thereafter becomes a Related Party Transaction, then in either such case the Related Party Transaction shall be presented for ratification by the Audit Committee or a majority of the disinterested directors on the Board. If such Related Party Transaction is not ratified by the Audit Committee or a majority of the disinterested directors, then the Company shall take all reasonable actions to attempt to terminate the Company's participation in the transaction.

As set forth in the policy, a "Related Party Transaction" is a transaction (including any financial transaction, arrangement or relationship (including an indebtedness or guarantee of indebtedness)), or series of similar transactions, or any material amendment to any such transaction, in which:

(a) the aggregate amount involved exceeds or is expected to exceed $120,000;

(b) a Related Party had, has or will have a direct or indirect material interest (other than solely as a result of being a director, limited partner or less than 10% beneficial owner (together with all other Related Parties) of another entity that is party to the transaction); and

(c) the Company is a participant.

For purposes of this definition, a "Related Party" means (i) an executive officer of the Company, (ii) a director of the Company or nominee for director of the Company, (iii) a person (including an entity or group) known to the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities, or (iv) an individual who is an immediate family member (as defined below) of an executive officer, director, nominee for director or 5% stockholder of the Company.

Table of Contents

An "immediate family member" includes any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any person (other than a tenant or employee) sharing such person's home.

Related Party Transactions Since January 1, 2018

John Gebo, Senior Vice President, Alliances, of United Airlines, is the spouse of Kate Gebo, Executive Vice President, Human Resources and Labor Relations, of the Company. For 2018, Mr. Gebo received aggregate cash compensation of approximately $1,019,306, consisting of base salary, annual incentive bonus and excess 401(k) cash direct and cash match program payments for management and administrative employees; equity compensation, consisting of restricted stock unit awards with an aggregate grant date fair value of approximately $207,837; and other customary officer and employee benefits. Mr. Gebo and Ms. Gebo do not report to, or determine the compensation of, each other.

Table of Contents

Beneficial Ownership of Securities

Certain Beneficial Owners

The following table shows the number of shares of our voting securities owned by any person or group known to us, as of April 1, 2019, to be the beneficial owner of more than 5% of any class of our voting securities.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Ownership	Percent of Class(1)
PRIMECAP Management Company(2) 177 E. Colorado Blvd., 11th Floor Pasadena, CA 91105	Common Stock	38,278,447	14.5%
Berkshire Hathaway Inc.(3) 3555 Farnam Street Omaha, NE 68131	Common Stock	21,938,642	8.3%
The Vanguard Group(4) 100 Vanguard Blvd. Malvern, PA 19355	Common Stock	20,826,834	7.9%
BlackRock, Inc.(5) 55 East 52nd Street New York, NY 10055	Common Stock	16,586,015	6.3%
Vanguard Chester Funds Vanguard Primecap Fund(6) 100 Vanguard Blvd. Malvern, PA 19355	Common Stock	15,925,403	6.0%
PAR Investment Partners, L.P.(7) 200 Clarendon Street, 48th Floor Boston, MA 02116	Common Stock	15,624,152	5.9%
United Airlines Pilots Master Executive Council, Air Line Pilots Association, International(8) 9550 West Higgins Road, Suite 1000 Rosemont, IL 60018	Class Pilot MEC Junior Preferred Stock	1	100%
International Association of Machinists and Aerospace Workers(8) District #141 900 Machinists Place Upper Marlboro, MD 20722	Class IAM Junior Preferred Stock	1	100%

(1)

For beneficial owners of Common Stock, percentages are calculated based upon 264,271,125 shares of Common Stock outstanding as of April 1, 2019.

(2) Based solely on a Schedule 13G/A (Amendment No. 4) filed on February 8, 2019, in which PRIMECAP Management Company reported sole voting power for 12,921,006 shares and sole dispositive power for 38,278,447 shares.

(3) Based solely on a Schedule 13G/A (Amendment No. 2) filed on February 14, 2019, in which Warren E. Buffet, on behalf of himself, Berkshire Hathaway Inc., National Indemnity Company,

GEICO Corporation, Government Employees Insurance Company and GEICO Indemnity Company reported shared voting and dispositive power for a total of 21,938,642 shares.

(4) Based solely on a Schedule 13G/A (Amendment No. 5) filed on February 11, 2019, in which The Vanguard Group, on behalf of itself and certain wholly-owned subsidiaries, reported sole voting power for 221,691 shares, shared voting power for 14,913 shares, sole dispositive power for 20,593,680 shares and shared dispositive power for 233,154 shares.

(5) Based solely on a Schedule 13G/A (Amendment No. 6) filed on February 6, 2019, in which BlackRock, Inc., on behalf of itself and certain subsidiaries, reported sole voting power for 15,088,721 shares and sole dispositive power for 16,586,015 shares.

(6) Based solely on a Schedule 13G filed on January 31, 2019, in which Vanguard Chester Funds Vanguard Primecap Fund reported sole voting power for 15,925,403 shares.

(7) Based solely on a Schedule 13G/A (Amendment No. 2) filed on February 14, 2019, in which PAR Investment Partners, L.P. ("PAR Investment Partners"), PAR Group II, L.P. ("PAR Group") and PAR Capital Management, Inc. ("PAR") reported sole voting and dispositive power for 15,624,152 shares. PAR Group is the sole general partner of PAR Investment Partners and PAR is the sole general partner of PAR Group. Each of PAR Group and PAR may be deemed to be the beneficial owner of all shares held directly by PAR Investment Partners.

(8) Shares of Class Pilot MEC and Class IAM stock elect one ALPA and IAM director, respectively, and have one vote on all matters submitted to the holders of Common Stock other than the election of directors.

Table of Contents

Directors and Executive Officers

The following table shows the number of shares of our voting securities owned by our directors, the named executive officers identified in this proxy statement and all of our directors and executive officers as a group as of April 1, 2019. The persons listed below have sole voting and investment power with respect to all shares of our Common Stock beneficially owned by them, except to the extent this power may be shared with a spouse, or as otherwise described in the footnotes following the table.

Name of Beneficial Owner	**Title of Class**	**Amount and Nature of Ownership**	**Percent of Class**
Directors			
Carolyn Corvi	Common Stock	18,836(1)(2)	*
Jane C. Garvey	Common Stock	8,137(1)(3)	*
Barney Harford	Common Stock	103,491(1)	*
Michele J. Hooper	Common Stock	1,142(1)	*
Todd M. Insler	Common Stock		*
Walter Isaacson	Common Stock	14,608(3)	*
James A. C. Kennedy	Common Stock	7,745(1)	*
Oscar Munoz(4)	Common Stock	211,861	*
William R. Nuti	Common Stock	7,483(1)	*
Sito J. Pantoja	Common Stock		*
Edward M. Philip	Common Stock	5,104(3)(5)	*
Edward L. Shapiro	Common Stock	180,884(3)	*
David J. Vitale	Common Stock	17,483(1)	*
James M. Whitehurst	Common Stock	13,525(3)	*
Named Executive Officers			
Brett J. Hart	Common Stock	74,785	*
Gregory L. Hart	Common Stock	27,087	*
J. Scott Kirby	Common Stock	238,415(6)	*
Gerald Laderman	Common Stock	49,026	*
Directors and Executive Officers as a Group (22 persons)	Common Stock	1,055,087	*

Andrew Levy(7)	Common Stock	61,568(8)	*

* Less than 1% of outstanding shares.

(1) Includes 1,142 shares representing the portion of the director's 2018 equity award that will be settled in Common Stock on May 24, 2019. For Ms. Garvey, includes 857 shares representing the portion of the equity award granted to her for her service as Non-Executive Chairman that will be settled in Common Stock on May 24, 2019. Ms. Garvey has elected to defer her other equity awards, including her 2018 director equity award, and those awards are discussed in footnote 3.

(2) Includes 7,875 options to purchase shares of our Common Stock at $17.67 per share.

(3) Includes shares units representing Board retainer and meeting fees that the director elected to defer into a share account pursuant to the terms of the Company's 2006 Director Equity Incentive Plan, as amended and restated (the "DEIP"), including the director's 2018 equity award. The share units will be settled in Common Stock within 60 days following the director's separation from service on the Board. Share units that will be settled more than 60 days following the director's

separation from service are not included (Ms. Garvey 5,954 share units; Mr. Isaacson 26,708 share units; Mr. Vitale 7,028 share units; and Mr. Whitehurst 7,360 share units).

(4) Mr. Munoz is also a named executive officer.

(5) Includes shared voting and investment power for six shares of Common Stock.

(6) Includes 105,652 options to purchase shares of our Common Stock at $58.69 per share. Includes 5,000 shares of Common Stock held in a trust for the benefit of Mr. Kirby's children and other relatives in which Mr. Kirby serves as the trustee. Mr. Kirby disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Also includes 8,000 shares of Common Stock held in a trust for the benefit of Mr. Kirby's children in which Mr. Kirby's brother serves as the trustee. Mr. Kirby disclaims beneficial ownership of these securities.

(7) Mr. Levy resigned as Executive Vice President and Chief Financial Officer effective May 14, 2018; beneficial ownership information is based on information available to the Company as of such date.

(8) Includes 28,666 options to purchase shares of our Common Stock at $46.95 per share.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our directors, executive officers and holders of more than 10% of our Common Stock to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities. Such executive officers, directors and beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms filed by such reporting persons. Based solely on a review of such reports filed by or on behalf of such persons in this regard and written representations from our directors and executive officers, we believe all Section 16(a) reporting requirements were timely fulfilled during 2018.

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2018 regarding the number of shares of our Common Stock that may be issued under the Company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders			

Options	392,735	$58.15	
Restricted Stock Units	1,786,976		
Subtotal	2,179,711(1)	$10.48	9,633,196(2)
Equity compensation plans not approved by security holders	23,625(3)	$13.57	
Total	2,203,366	$10.51	9,633,196

(1) In addition to this amount, the Company has issued 102,541 restricted shares that were not vested as of December 31, 2018. These unvested restricted shares are included in the total number of outstanding shares at December 31, 2018. See Note 5 Share-Based Compensation Plans of the Combined Notes to Consolidated Financial Statements included in "Item 8. Financial Statements

Table of Contents

and Supplementary Data" in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 (the "2018 Form 10-K") for additional information.

(2) Includes 220,408 shares available under the amended and restated 2006 Director Equity Incentive Plan and 9,412,788 shares available under the 2017 Incentive Compensation Plan.

(3) Represents shares issuable pursuant to non-employee director stock options assumed in connection with the merger transaction with Continental completed in October 2010 (the "Merger"), including stock options outstanding under the following pre-Merger plans: Continental Airlines, Inc. Incentive Plan 2000 (the "Incentive Plan 2000") (7,875 shares) and United Continental Holdings, Inc. Incentive Plan 2010 (the "Incentive Plan 2010") (15,750 shares). Equity awards under the Incentive Plan 2000 and Incentive Plan 2010 were granted only to persons who were members of the board of, or employees of, Continental or its subsidiaries. Vesting and exercisability of awards were based on continued employment, the satisfaction of certain performance measures, such other factors as the administrator may determine or a combination of such factors. Under the Incentive Plan 2000, no awards could be granted after October 3, 2009. Effective February 23, 2017, and in connection with the adoption of the 2017 Incentive Compensation Plan, the Board terminated the Company's ability to make any new equity award pursuant to the Incentive Plan 2010.

Table of Contents

Executive Compensation

Compensation Discussion and Analysis

Our shared purpose at United is "Connecting People. Uniting the World." In pursuit of this purpose, our management and the Board remain focused on providing a positive travel experience for our customers throughout their journey on United. In 2018, we launched our **core4 service decision framework** (the "core4"), developed in partnership with our frontline employees. Our core4 principles of **Safe, Caring, Dependable, and Efficient** align our employees to a broad spirit of service and provide them with the tools and support they need to provide our customers with the best possible travel experience. In addition to our customers, the core4 framework shapes how we interact with each other.

Although running a safe workplace, operation and environment for our employees and customers will always remain our top **core4** priority, in 2019, we are focused on our commitment to caring customer service. The opportunity to serve our customers is more than a transaction to us. It's an interaction. We as one United team have embraced the opportunity to shape the culture of caring customer service, for which we want United to be known.

In addition to our core4 and customer-focused initiatives, we are also maintaining our focus on financial and operational performance. In 2018, the Company completed the first year of its multi-year growth strategy, increasing available seat miles 4.9% compared to 2017. Our 2018 adjusted pre-tax income, which was the most heavily weighted performance metric under our 2018 annual incentive awards, exceeded the target level in our financial plan and our performance under our relative pre-tax margin awards for the 2016-2018 period reflected improvement against our industry peers. In addition to our top focus on safety, our **priorities for 2019** are delivering top-tier operational reliability and customer service while continuing to execute on our financial performance goals and growth plan by strengthening our domestic network through strategic and efficient growth and investing in our people and product. We strive to provide our investors with relevant and reliable information to promote transparency regarding our financial performance projections.

This proxy statement provides compensation information regarding the Company's principal executive officer (our CEO), each person who served as principal financial officer during 2018, and the three other most highly compensated executive officers in 2018 determined in accordance with applicable SEC disclosure rules. This CD&A section describes the 2018 compensation elements and decisions related to these "named executive officers" or "NEOs." Our 2018 named executive officers consist of:

- Oscar Munoz, Chief Executive Officer;
- J. Scott Kirby, President;
- Gregory L. Hart, Executive Vice President and Chief Operations Officer;
- Brett J. Hart, Executive Vice President and Chief Administrative Officer;
- Gerald Laderman, Executive Vice President and Chief Financial Officer; and
- Andrew Levy, our former Executive Vice President and Chief Financial Officer, who departed United during 2018.

Table of Contents

Executive Summary

Below is a summary of our executive compensation philosophy; our 2018 incentive compensation design; certain 2018 Company highlights that are linked to our incentive compensation programs; and our consideration of our prior stockholder say-on-pay vote.

Executive Compensation Philosophy. Our core executive compensation philosophy continues to be based on achieving the following objectives:

- aligning the interests of our stockholders and executives;
- linking executive pay to Company performance; and
- attracting, retaining and appropriately rewarding our executives in line with market practices.

The foregoing objectives are reflected in the 2018 incentive compensation program design approved by the Committee in February 2018 and summarized further below.

2018 Incentive Compensation Design. In designing the Annual Incentive Program ("AIP") for 2018, the Committee retained pre-tax income as the largest percentage of the 2018 AIP opportunity. In addition, the 2018 AIP awards focused on metrics that reflect the satisfaction of our customers throughout their travel experience with United. As a new feature for 2018, a portion of the AIP award opportunity was linked to United customer satisfaction ("CSAT") based on survey results, while providing the Committee with discretion to measure CSAT performance based on other factors, including consideration of third party surveys and rankings of CSAT and other related standards in the airline industry. Consistent with prior years, a portion of the AIP opportunity was indirectly linked to CSAT through use of an array of operational metrics that are strongly correlated to our customer satisfaction (on-time departures, flight completion factor and mishandled baggage ratio). The final portion of the 2018 AIP award opportunity was based on management achievements with respect to specified strategic initiatives selected to enhance management focus on key business objectives, as described below in "2018 Compensation Elements Key Annual Compensation Components 2018 Annual Incentive Awards." An individual performance modifier opportunity was retained in the 2018 AIP design to keep emphasis on individual performance contributions. With respect to the 2018 long-term incentive program design, the Company retained focus on stock price performance and our long-term pre-tax margin performance improvement relative to our industry peers.

Certain 2018 Company Highlights. In addition to the specific performance metrics identified in our 2018 incentive compensation program, a key focus of our management team in 2018 was the implementation of our **core4**. Below are 2018 Company highlights that are directly related to our incentive program metrics and that relate to our efforts toward consistently delivering the high-quality travel experience our customers expect.

- **Safety is United's top priority.** Every one of our employees is responsible for building and maintaining a culture of safety. We proactively assess risks to our airline operations to enhance the safety of our employees and our customers. We fulfill our safety commitment through United's safety management system ("SMS"), which is a comprehensive, formalized approach to managing the safety of everyone at United. Every day, through our SMS, we seek to manage risk and achieve the highest level of safety performance throughout the Company. The SMS is a regulatory requirement that helps ensure we are safer by committing to safety standards, by communicating across divisions and departments, through hazard identification and mitigation, and by confirming that our mitigations are working properly.

- **Substantially all our employees participated in profit sharing plans in 2018** and the Company recorded profit sharing and related payroll tax expense of $334 million for the year. Profit sharing percentages can range from 5% to 20% of pre-tax income (as adjusted)

depending on the work group, and in some cases profit sharing percentages vary above and below certain pre-tax margin thresholds. The percentages applicable to our represented workforce are negotiated in their respective collective bargaining agreements. Our employees who participate in an annual performance bonus program, including our named executive officers, are not eligible to receive profit sharing.

Our 2018 pre-tax income was $2.66 billion. As measured under our AIP and adjusted for special charges, we achieved adjusted pre-tax income of $3.59 billion for 2018. The pre-tax income financial metric represented **60% of the total target opportunity** under the 2018 AIP. The $3.59 billion adjusted pre-tax income level represents performance at approximately 187% of the target level under our 2018 AIP for the financial component of the awards.

A direct measure of **customer satisfaction**, measured by results on internal customer **surveys**, was added to the AIP design in 2018 and represented **15% of the total target opportunity**. The Committee also had discretion to consider customer satisfaction results from external surveys of the airline industry. Following review of these internal and external survey results, the Committee determined that, while progress has been made, the Company had not yet achieved the desired levels of customer satisfaction. No amount was earned with respect to this portion of the 2018 AIP opportunity.

Operational metrics (on-time departures, flight completion factor, and mishandled baggage ratio) represented **15% of the total target opportunity** under the 2018 AIP. These operational metrics are strongly correlated to our customer satisfaction. Our combined operational performance with respect to these three metrics resulted in achievement between entry and target level for this portion of the awards (approximately 67% of the target opportunity). Performance was measured based on the number of months in which the Company achieved pre-established performance goals for each month. Although our 2018 performance was between the entry and target levels set early in the year, these results were significant and record accomplishments that reflect a high level of performance achieved during a year in which we were also implementing our growth strategy. In 2018, we set new United records by flying our **highest number of revenue passengers**, operating the **most mainline departures** and achieving the **fewest cancellations** in a year since the Merger.

The 2018 AIP structure included an assessment of Company achievements with respect to **key strategic initiatives,** which represented **10% of the total target opportunity**. This performance category was added to the incentive program design in 2017 to provide specific areas of focus for management engagement. Based on the Committee's subjective assessment of performance with respect to these 2018 initiatives, management's performance achieved the target level of performance (100% of the target opportunity). See "2018 Compensation Components Key Annual Compensation Components 2018 Annual Incentive Awards" for information regarding the Company's strategic initiatives under the 2018 AIP.

The 2018 AIP structure included an **individual performance modifier** feature to permit the Committee to adjust the award payment based on individual performance considerations. This feature permits the Committee to exercise discretion to reduce the payment by up to 100%, or increase the payment by up to 50%. The results of this assessment are described in "2018 Annual Incentive Awards 2018 Performance Results."

Our long-term incentive compensation program awards for the 2016-2018 performance period included performance-based restricted stock unit ("Performance-Based RSU") awards that measured and rewarded performance based on our progress toward **closing the pre-tax margin gap** versus our industry peers (American, Delta, Southwest, JetBlue, and Alaska). For the 2016-2018 performance period, our relative pre-tax margin (as compared to 2015)

exceeded the industry by 117 basis points representing performance at approximately 110% of the target level. The awards were settled in the first quarter of 2019. **We continue to focus on improvement in our relative pre-tax margin performance.**

Our long-term incentive compensation program awards for the 2016-2018 performance period also included Performance-Based RSU awards with performance measured based on our three-year return on invested capital ("ROIC") achievement. **For the 2016-2018 performance period, we achieved ROIC of 17.1%**, which represented performance at approximately 104% of the target level. These 2016 awards were settled during the first quarter of 2019.

Our long-term incentive compensation awards granted in 2018 have a **direct link to our stock price-performance**. The 2018 long-term incentives are equally divided between Performance-Based RSU awards and time vested restricted stock units ("RSUs"). All our long-term incentives have **three-year performance or three-year time-based vesting periods**.

The continued implementation of our **core4 decision framework** was a primary focus for United's management and the Board for 2018. We believe the core4, which was developed in partnership with our frontline employees, provides our employees with the tools and support they need to **provide our customers with the best possible travel experience** throughout their journey on United.

The Company took a number of **actions in 2018 to improve the overall customer experience.** We introduced a **new boarding process** designed to reduce customers' stress by reducing time spent waiting in line and providing them with improved boarding information. We also expanded **personal device entertainment** options to all aircraft, providing at least one free entertainment option on all Wi-Fi equipped aircraft. In addition, we opened three **new United Polaris lounges** located in San Francisco International Airport, Newark Liberty International Airport and Houston's George Bush Intercontinental Airport. Our **MileagePlus loyalty program** was voted Best Overall Frequent-Flyer Program in the world for the 15th consecutive year by readers of *Global Traveler*, and was voted Favorite Frequent-Flyer Program in the Trazee Awards.

In 2018, the Company **repurchased approximately 17.5 million shares of its common stock for approximately $1.2 billion.** As of December 31, 2018, the Company had approximately $1.8 billion remaining to repurchase shares under its share repurchase program.

Consideration of Prior Say-on-Pay Vote. A key objective of our executive compensation programs is linking the interests of our executives with the interests of our stockholders, and we place emphasis on maintaining executive compensation programs that address the concerns of our stockholders. Our "say-on-pay" proposal received approximately 97% approval from our stockholders at our 2018 annual meeting of stockholders. The Committee considers this voting result to be an endorsement of our executive pay programs and has not made any changes to the executive compensation programs directly in response to the results of the 2018 say-on-pay vote.

The Committee considers stockholder interests and concerns relating to executive pay as it designs our executive compensation programs and implements specific compensation elements that represent what it believes to be best practices. In 2018, the Committee adopted an enhanced claw-back policy that provides the Company with the ability to recoup executive compensation in specified situations. See "Other Executive Compensation Matters Recoupment of Earned Awards/"Claw-back" Policy" below. The Committee will continue to consider emerging compensation practices and stockholder feedback, including say-on-pay voting results, as part of its decision-making process.

Tight Linkage between Performance and Executive Pay

The compensation opportunities of our executives are directly tied to the performance of the Company as outlined below. The charts below show the allocation of **2018 targeted pay** across base salary, annual incentives, and long-term incentives for Mr. Munoz and the other continuing named executive officers. As reflected in the charts below, the percentages of our named executive officers' target compensation represented by annual and long-term incentives that are linked to Company performance and stock price are approximately 91% for Mr. Munoz and an average of approximately 83% for our other continuing named executive officers.

CEO 2018 Target Compensation Chart

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* This chart represents the 2018 target compensation level for Mr. Munoz as reflected under the terms of his employment agreement.

Table of Contents

Other NEO's 2018 Target Compensation Chart

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The chart includes pay adjustment awards for Mr. Laderman upon his election as Executive Vice President and CFO in connection with the resignation of Mr. Levy.

We believe that the charts above demonstrate our pay-for-performance philosophy, as a significant portion of the targeted 2018 compensation opportunities are in the form of variable pay that is directly linked to Company performance and stock price. Specifically:

Long-term incentive compensation continues to represent the single largest component of our named executive officers' target compensation, representing approximately 74% of the 2018 target compensation for Mr. Munoz and an average of approximately 64% of 2018 target compensation for our other continuing named executive officers.

Our 2018 incentive awards are tied to Company performance metrics that we believe are appropriate measures of our success and that will lead to value for our stockholders. See " Our 2018 Executive Compensation Governance Practices Multiple performance metrics aimed at stockholder value" in the following section.

The 2018 long-term incentive structure is equally divided between the pre-tax margin Performance-Based RSU awards and time-vested RSU awards, which provides stability and retentive features to the compensation program while also delivering a significant portion of compensation in the form of at-risk compensation as the value of the time-based RSUs fluctuates based on the Company's stock price performance.

We balance absolute financial goals in our AIP with a relative performance goal in our long-term incentive structure that measures our improvement in pre-tax margin performance as compared to our industry peers. This structure is designed to motivate a focus on performance versus our financial plan and as compared to our peers.

All the targeted value of our 2018 long-term incentive awards is tied to our stock price performance, which links executives' pay directly to the creation of value for our stockholders.

Table of Contents

Our 2018 Executive Compensation Governance Practices

Our 2018 executive compensation policies and practices include the following features, which we believe illustrate our commitment to corporate governance "best practices" and the principles stated above:

Multiple performance metrics aimed at stockholder value. We utilize multiple performance metrics to motivate and reward achievements that we believe are complementary of one another and that contribute to the long-term creation of stockholder value, including:

- annual pre-tax income;
- operational performance, as measured in 2018 by metrics that are strongly correlated to our customer satisfaction (on-time departures, flight completion factor, and mishandled baggage ratio);
- customer satisfaction results, as measured by our internal CSAT surveys and subject to Committee discretion to evaluate CSAT based on other factors, including consideration of third party surveys and rankings related to CSAT and other related standards in the airline industry;
- long-term relative pre-tax margin improvement;
- stock price performance; and
- specified strategic initiatives.

Focus on both relative and absolute performance goals.

Pay is targeted with reference to peer group median levels.

Balanced peer group companies. For 2018 compensation decisions, the Committee adjusted the peer group used for compensation benchmarking purposes by reducing some focus on aerospace defense companies in favor of customer service oriented companies in the travel industry. Our peer group was carefully selected to include well-run companies in general industry, with a primary focus on airlines, aerospace and transportation companies; companies of similar revenue size (i.e., 0.5-2.0 times the Company's revenue); and the largest U.S.-based airlines (regardless of revenue range). We have maintained these same standards for our peer group since 2011. See "Compensation Process and Oversight Benchmarking."

"Double-triggers" on change in control. Our long-term incentive awards have "double-trigger" accelerated vesting provisions. A "double-trigger" means that acceleration of vesting requires two events: first, a change in control; and second, a qualified termination of service, such as an involuntary termination without "cause."

No change in control tax indemnity. Company policy prohibits excise tax indemnity for pay related to change in control transactions.

Stock ownership guidelines. Our named executive officers and other officers are subject to stock ownership guidelines based on a multiple of base salary as follows:

- CEO 6x base salary;
- President 4x base salary;
- Executive Vice President ("EVP") 3x base salary;
- Senior Vice President ("SVP") 2x base salary; and
- Vice President ("VP") 1x base salary.

A newly hired or promoted officer has five years to achieve the stock ownership targets set forth in the guidelines.

Prohibition on pledging and hedging. We maintain a securities trading policy, which prohibits pledging and hedging Company securities by our officers and directors.

"Claw-back" provisions. In 2018, the Committee adopted an enhanced claw-back policy applicable to our annual and long-term incentives. See "Other Executive Compensation Matters Recoupment of Earned Awards/ "Claw-back" Policy." In addition, our programs include claw-back provisions requiring the return of incentive payments in certain financial restatement situations.

Profit sharing hurdle. No annual incentives are paid to officers unless our frontline employees receive a profit-sharing payment for the year.

Risk mitigation. Our executive pay programs have been designed to discourage excessive risk-taking by our executives.

Standardized severance policies. We maintain standardized severance benefits for our officers. These benefits are set forth in severance plans applicable by officer level or, in the case of our CEO, through his employment agreement.

Annual say-on-pay vote. We have adopted an annual policy for our say-on-pay vote as recommended by our stockholders at our 2017 annual meeting.

Communication with investors. We communicate with the investment community regarding our long-term strategy and relative to our operating, financial and customer satisfaction goals. Management and the Board strive to provide our investors with relevant and reliable information to provide transparency regarding our financial performance projections.

Independent Compensation Committee. The Committee is comprised solely of independent directors and considers and approves all compensation for our Section 16 reporting officers.

Independent Compensation Consultant. The Committee has retained an independent compensation consultant, who provides services directly to the Committee, and has adopted an "Independent Executive Compensation Consultant Conflict of Interest Policy," compliance with which is regularly monitored by the Committee.

Philosophy and Objectives of Our 2018 Executive Compensation Program

Aligning the interests of our stockholders and officers. The elements of our 2018 executive compensation program were designed to be aligned with the interests of our stockholders by linking our incentive compensation performance metrics to key indicators of the Company's financial performance, including our pre-tax income (60% of the total target opportunity of our 2018 AIP awards) and our long-term pre-tax margin performance improvement relative to our industry peers (50% of our 2018 long-term incentive awards). All our 2018 long-term incentive awards are in the form of either Performance-Based RSUs or time-based RSUs, both of which provide a direct link to our stock price.

Furthermore, we believe that our officers should have a meaningful financial stake in our long-term success. Our stock ownership guidelines require each of our officers to hold stock in the Company that is based on a multiple of the officer's base salary. We also have a claw-back policy, which was enhanced in 2018, that provides for recoupment of incentive compensation in specified circumstances. See "Other Executive Compensation Matters Stock Ownership Guidelines" and " Recoupment of Earned Awards/"Claw-back" Policy." In addition, the Company's Securities Trading Policy prohibits speculative and derivative trading and short selling with respect to our securities by all officers. The policy further prohibits pledging Company securities and hedging transactions with respect to Company securities. We believe these

requirements, coupled with our long-term incentive program, effectively align the interests of our officers with those of our stockholders and motivate the creation of long-term stockholder value.

Our broad-based employee incentive opportunities also are designed to further our objective of aligning the interests of our employees with those of our stockholders and customers. Our profit sharing plans provide eligible employees with incentives that are aligned with the interests of our stockholders through payout opportunities based on our annual pre-tax profit. As noted further below, our annual incentive awards to officers reward results linked to operational performance measures that are considered key indicators of customer satisfaction and provide incentives based on direct surveys of customer satisfaction. Eligible employees are also rewarded with incentives based on operational performance and direct customer satisfaction measures. We believe that these programs ensure a focus on operational performance that aligns pay with customer satisfaction, enhances our product, and ultimately drives financial performance.

Linking executive pay to performance. We believe our compensation programs create strong incentives to align our management's performance to the successful execution of our strategic plan, as well as longer term stockholder value creation. For 2018, in furtherance of the core4 initiatives, the Committee adjusted the AIP design to include a portion of the award (15% of the target opportunity) directly linked to the customer experience at United. This was accomplished by including performance measured by results derived from United internal customer surveys while providing the Committee with discretion also to consider external publications measuring customer satisfaction in the airline industry. Another portion of the AIP award (15% of the target opportunity) measured performance based on an array of operational metrics that are strongly correlated to customer satisfaction (on-time departures, flight completion factor and mishandled baggage ratio). In addition to the customer satisfaction metrics, our 2018 incentive awards are directly tied to other Company performance metrics that we believe are appropriate measures of our success and that will lead to value for our stockholders, including annual pre-tax income; long-term pre-tax margin performance improvement (measured on a relative basis versus our industry peers); stock price performance; and specified strategic initiatives designed to enhance management focus on key corporate objectives. The 2018 long-term incentive structure is equally divided between the pre-tax margin performance-based awards and time vested awards, which provides stability and retentive features to the program while also delivering a significant portion of compensation in the form of at-risk compensation as the value of the time-based RSUs fluctuates based on the Company's stock price performance.

Attracting, retaining and appropriately rewarding our management in line with market practices. We seek to attract world-class executives and to retain our existing executives by setting our compensation and benefits at competitive levels relative to companies of similar size, scope and complexity. Because we believe that our management team has skills that are transferrable across industries, and because we recruit for talent both within the airline industry and also from a broad spectrum of leading businesses, we compare the overall compensation levels of our officers with the compensation provided to officers of a benchmarking peer group, as discussed in further detail in "Compensation Process and Oversight Benchmarking" below. Compensation decisions are also considered and balanced in light of responsibility levels within the organization.

The Committee places a strong emphasis on reviewing and, as appropriate, adjusting executive officer compensation packages based on market conditions and other factors specific to the individual. Internal pay parity also continues to be an important factor in setting officer compensation, particularly target percentage opportunity levels. The 2018 AIP awards include an individual performance modifier to allow the Committee to provide greater rewards and accountability based on individual performance. Compensation and promotion opportunities also take into account each individual's unique skills and capabilities, long-term leadership potential, performance and historic pay levels, and the overall scope of responsibilities.

Compensation Process and Oversight

The Committee maintains a chart of work that outlines the annual calendar of activities to implement the Committee's responsibilities set forth in the Committee charter. The Committee executes its responsibilities, including actions related to compensation of the named executive officers, with guidance from an independent compensation consultant and analysis and support provided by management. The narrative below describes the processes related to executive compensation matters. **The Committee makes all final decisions regarding the executive compensation program design, performance goals, and the compensation levels of the Company's executive officers following its review and consideration of all recommendations and data it deems appropriate.**

Independent Compensation Consultant. During 2018, final executive compensation decisions with respect to the named executive officers were made by the Committee with input from Exequity, the Committee's independent compensation consultant. Exequity provides the Committee with background materials, including preparation of the benchmarking study described below, and participates in Committee meetings to support the Committee's executive compensation decision-making process and to respond to questions. Exequity also assists the Committee in performing an annual compensation risk assessment of the Company's compensation programs. Exequity reports directly to the Committee, and the Committee has the sole authority to retain and terminate Exequity and to review and approve Exequity's fees and other retention terms. The Committee has adopted an "Independent Executive Compensation Consultant Conflict of Interest Policy" pursuant to which Exequity is required to provide the Committee with regular reports on any work that it performs for the Company. During 2018, Exequity did not perform any work on behalf of the Company other than the executive compensation services provided to the Committee and Board compensation services provided to the Nominating/Governance Committee. For additional information concerning the Committee, including its authority and the independent compensation consultant policy, see "Corporate Governance Committees of the Board Compensation Committee" above. The Committee has assessed the independence of Exequity pursuant to SEC rules and concluded that Exequity's work for the Committee does not raise any conflicts of interest.

Management Analysis and Support. The CEO attends Committee meetings and provides input to the Committee with respect to compensation of the management team other than the CEO, including input and recommendations regarding individual performance assessments with respect to payments under the AIP. The Company's Executive Vice President, Human Resources & Labor Relations and members of the human resources team prepare background and supporting materials for Committee meetings. As appropriate, the CFO and other members of the Company's management team participate in discussions with the Committee relating to the Company's financial plan, customer centricity initiatives and results, operational performance, strategic initiatives, and proposed performance goals under the executive compensation program. Members of the Company's internal audit group provide special reports to the Committee outlining the review of procedures and calculations relating to the degree of achievement of performance goals and payout of incentives for completed performance periods. Management's annual planning process involves preparation of annual financial forecasts, capital expenditure budgets, and the Company's annual business plan. Based on the Company's 2018 planning process and the financial budget approved by the Board, management developed and proposed performance targets under the 2018 incentive compensation programs. Exequity reviewed these proposals in light of compensation trends, benchmarking and compensation risk factors and provided guidance to the Committee. **The Committee made all final decisions regarding the 2018 executive compensation program design, performance goals, and the compensation levels of the Company's executive officers,** including base salary and incentive award opportunities, following its review and consideration of all recommendations and data it deemed appropriate. The Committee regularly holds executive sessions to discuss executive compensation practices without members of management present.

Benchmarking. We recruit and we compete to retain executives not only from within the airline industry, but also from across a broad spectrum of leading businesses. In preparation for the Committee's annual compensation decision process, Exequity conducts an analysis of United's compensation levels in comparison to pay levels among companies in a custom peer group to help identify the competitive positioning of United's executive pay. The analysis covers United's Section 16 reporting officers and compares United's positions to peer company benchmarks in terms of: base pay; target annual bonus opportunity; target total cash (base pay plus target annual incentive); long-term incentives; and target total direct compensation (target cash plus long-term incentives).

The Committee believes that the airline industry does not have a sufficient number of size-relevant peers to identify reliable ranges of competitive market pay for our top executive talent. Accordingly, our benchmarking peer group represents a cross section of the relevant airline peers and comparably sized companies in general industry that the Committee believes are representative of the competitive talent market for United. Where relevant and reliable pay information is available from operationally comparable airline companies beyond the primary airline peers included in the overall peer group, we reference that information in addition to the pay information for the full peer set. The following factors are considered in identifying the most appropriate peer companies for compensation benchmarking purposes: the largest U.S.-based airlines that are the most relevant competitors for executive talent (American, Delta, and Southwest); well-run companies in general industry, with a focus on aerospace and transportation companies; and operationally comparable companies of similar revenue size (i.e., 0.5-2.0 times the Company's revenues) that serve as a geographic competitor for executive talent. For 2018 compensation decisions, following review and discussion, the Committee removed Lockheed Martin Corporation and United Technologies Corporation from the peer group. These companies were replaced by Carnival Corporation and Marriott International, Inc., thus reducing some focus on aerospace/defense companies in favor of customer-service oriented companies in the travel and hospitality industry. Johnson Controls, Inc. also was removed from the peer group for 2018 decisions since it is no longer a U.S.-based company following its merger with Tyco International. The competitive benchmarking analysis presented to the Committee in December 2017, in advance of the February 2018 compensation decisions, included the 17 comparator companies noted below.

3M Company	General Dynamics Corporation
American Airlines Group Inc.	Honeywell International Inc.
The Boeing Company	Marriott International, Inc.
Carnival Corporation	Northrop Grumman Corporation
Caterpillar Inc.	Raytheon Company
Cummins Inc.	Southwest Airlines Co.
Deere & Company	Union Pacific Corporation
Delta Air Lines, Inc.	United Parcel Service, Inc.
FedEx Corporation	

Exequity utilized two pay data sources to determine the competitive position of United's pay relative to the peer group: (i) publicly disclosed pay information from the peer companies' most recent proxy statements (in most cases, the 2017 proxy statement, reflecting 2016 pay data) was used for pay comparisons involving the named executive officers and (ii) private survey compensation data was used for positions below the named executive officer level. In this proxy review, the 17 companies in the peer group had median annual revenue of approximately $30.1 billion and the Company's 2017 annual revenue at the time of the review was estimated at approximately $37.5 billion, which ranked at the 62nd percentile of the peer group. The fact that United's revenue base was above the median was balanced by its position at the low-end of the group's market capitalization. The Compensation Committee considers the comparisons of the named executive officers' pay against publicly disclosed pay data from the peers on both a size-adjusted basis and without size adjustment. The private survey benchmarking review considered information from Equilar's *Executive Compensation Survey*, which provides information for top executive roles at each of the participating peer companies. Within the United's peer group, 12 of the 17 peer companies participated in the Equilar survey, with median annual revenue of approximately $28.4 billion. As an additional point of reference for all executives, size-adjusted medians, as well as medians without size adjustment, for companies in general industry were also provided to the Committee based on survey data from the Willis Towers Watson's *2017 CDB General Industry Executive Compensation Survey-U.S.*

We compare total compensation opportunities for our executives to the market median (50th percentile) of our peer group. The Compensation Committee references both the size-adjusted median pay levels among the peers and the raw medians. The size-adjusted medians are derived by regressing peer group compensation based on revenue size relative to United's estimated revenues of $37.5 billion, to ensure that the peer pay levels are appropriately indexed to United in terms of relative revenues. Total target compensation for our benchmarking purposes means the sum of base salary, annual cash incentive target, and long-term incentive targeted grant values. As is customary in these types of pay studies, retirement benefits were not included in the benchmark comparison. The Exequity benchmarking process compares the Company's executive pay by position in comparison to the most similarly situated executive roles among the peer organizations. Data availability is greater for the CEO and CFO positions, and pay comparisons for these roles were made solely against the CEO and CFO positions among the peer companies. For named executive officers without a direct benchmark role comparison, Exequity considered matching roles based on pay rank within the proxy and with reference to other officer positions to extrapolate pay trajectories across roles. The pay study review with the Committee includes specific discussion and consideration of the compensation packages provided at the airline peers, with primary focus on the size-relevant airlines (Delta and American).

The compensation information for our peer group is one factor utilized in setting total compensation for our executives. **The Committee balances the benchmarking results with additional factors, such as each executive's experience, knowledge, skills, roles, and contributions to the Company, as well as consideration for internal pay parity among our executives.** In selected cases in which relevant pay information for a specific role is available from our primary airline peers (Delta and American), we reference that data as a supplemental benchmarking input, in addition to the combined data from the full peer set. The Committee reviews all of these relevant factors, but does not apply a specific weighting to the various factors. In addition, in the case of executives who are recruited to join the Company, the Committee references the executive's pay at his or her prior employer to facilitate recruitment of top caliber executives.

Tally Sheets. Comprehensive tally sheets covering each of the Company's Section 16 reporting officers are provided to the Committee annually in advance of the meeting at which incentive compensation performance targets and award level opportunities are set and at which compensation levels and annual incentive awards are considered and decisions are made. The tally sheets provide a summary for each executive of total targeted and actual compensation levels over a multi-year period, an accumulated summary of outstanding awards, and estimated total payments under alternative separation scenarios. These tally sheets allow the Committee to make prospective pay decisions that are informed by compensation opportunities and earnings for past periods.

2018 Compensation Components

The section and table below summarize the key components of our 2018 executive compensation programs. Detailed descriptions of these components appear below the table.

Key Annual Compensation Components

2018 NEO Compensation Review Process. The 2018 salary and incentive compensation award levels were considered and approved by the Committee through the compensation process described above, with reference to the benchmarking data prepared by and reviewed with Exequity and with consideration of internal pay parity. The Committee considered the benchmarking review presented in December 2017 and no changes were made to the annual target compensation levels for Messrs. Munoz, Kirby, G. Hart, B. Hart, or Mr. Levy as compared to their compensation levels in effect at year-end 2017.

Mr. Levy resigned from the Company effective May 14, 2018. The Board of Directors of the Company elected Mr. Laderman as Senior Vice President and acting CFO on May 16, 2018. On May 24, 2018, the Compensation Committee approved an additional cash payment to Mr. Laderman of $50,000 per month throughout the period of his service as acting CFO (May 16, 2018 through August 20, 2018). In setting the interim supplemental pay for Mr. Laderman, the Committee considered the compensation paid to him during his prior service as acting CFO and the regular target rate of pay for Mr. Laderman and for

Table of Contents

Mr. Levy at the time of his resignation. On August 20, 2018, the Committee approved compensation for Mr. Laderman that became effective August 21, 2018 upon his election by the Board to serve as Executive Vice President and CFO. Mr. Laderman's base salary, annual and long-term incentive opportunities were increased in recognition of his increased responsibilities and in consideration of benchmarking data, including the peer group median CFO pay, compensation for the CFO role at the Company's airline peers (American, Delta, and Southwest), and in consideration of internal compensation parity. Exequity assisted in the review of the interim pay and compensation adjustments for Mr. Laderman related to his appointment to the role of Executive Vice President and CFO.

The table below sets forth the key components of United's 2018 executive compensation programs as approved by the Committee in February 2018.

Base Salary. Base salary levels are set in light of competitive practices among our peer companies and our primary airline peers, to reflect the responsibilities of each executive in the Company, in consideration of internal pay equity, and to balance fixed and variable compensation levels. As discussed above, the 2018 base salary levels approved for Messrs. Munoz, Kirby, G. Hart, B. Hart and Levy were unchanged from the level in effect at year-end 2017 and Mr. Laderman's base salary was considered and increased effective August 21, 2018 in connection with his appointment to serve as Executive Vice President and CFO.

The 2018 annual base salary levels for the named executive officers were as follows: Mr. Munoz $1,250,000; Mr. Kirby $875,000; Mr. G. Hart $850,000; Mr. B. Hart $775,000; Mr. Laderman $510,000 (January 1, 2018-August 20, 2018) and $700,000 (August 21, 2018-December 31, 2018); and Mr. Levy $675,000.

2018 Annual Incentive Awards. The AIP award levels are set in light of competitive practices among our peer companies and our primary airline peers, to reflect the responsibilities of each executive in

the Company, and in consideration of internal pay equity. The graphic below outlines the key elements of the 2018 annual incentive awards.

In 2018, the named executive officers participated in the AIP, an annual cash incentive plan adopted pursuant to the Company's 2017 Incentive Compensation Plan. In order for a payment to be made under the 2018 AIP, (i) the Company's 2018 pre-tax income must meet or exceed the entry level pre-tax income established by the Committee and (ii) a payment must have been made (or will be made) under the Company's broad-based profit sharing plans for employees for such fiscal year. If either of these conditions is not satisfied, no payments are made under the AIP. As a risk mitigation factor, payment also requires that the Company must have an adequate level of unrestricted cash at the end of the performance period, as determined by the Committee. The 2018 AIP awards permit the exercise of negative discretion by the Committee to reduce award payments. The 2018 AIP awards also include an individual performance modifier through which the Committee can adjust the AIP award payment based on individual performance considerations. The Committee has the ability to exercise discretion to reduce the payment by up to 100% or to increase the payment by up to 50%.

Under the AIP, "pre-tax income" means, with respect to a fiscal year, the aggregated consolidated net income adjusted to exclude reported income taxes of the Company as shown on the Company's consolidated financial statements for such year, but calculated excluding any special, unusual or non-recurring items as determined by the Committee in accordance with applicable accounting rules.[(1)] For 2018, the AIP design included a **fuel price adjustment feature**. Under this design, the Company's pre-tax income level achieved under the AIP awards would be adjusted if and solely to the extent that the Company's actual 2018 fuel prices varied by more than 5% as compared to the February 2018 fuel prices included in the financial model used to establish the pre-tax income goals. The Company's actual full year 2018 fuel prices were 10.3% higher than the forecast, resulting in a pre-tax income adjustment under the 2018 AIP.

2018 Goal Structure. The 2018 award opportunities under the AIP were based on an individual award opportunity granted to each participant, with an entry payout equal to 50% of the target opportunity, target payout equal to 100% of the target opportunity, and stretch payout equal to 200% of the target opportunity, and the opportunity to earn up to 300% of the target opportunity after the application of the individual performance modifier. The target award opportunity was allocated so that (1) 60% of the target

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(1) See "Note 14 Special Charges" of the Combined Notes to Consolidated Financial Statements included in "Item 8. Financial Statements and Supplementary Data" in the 2018 Form 10-K for information on the special charges included in the 2018 calculations.

opportunity was based on pre-tax income performance goals, (2) 15% of the target opportunity was based on the customer satisfaction results on United passenger surveys, with Committee discretion to consider customer satisfaction based on external surveys related to the airline industry, (3) 15% of the target opportunity was based on the achievement of operational performance goals that are strongly correlated with customer satisfaction results, and (4) 10% of the target opportunity was based on the achievement of key strategic initiatives across the Company. The operational performance goals were on-time departures, flight completion factor, and mishandled baggage ratio.

NEO 2018 Target Opportunities. The 2018 AIP individual target level opportunities for each of the named executive officers were expressed as a percentage of the executives' base salary earned during the year as follows: Mr. Munoz 200%; Mr. Kirby 125%; Mr. G. Hart 106%; Mr. B. Hart 106%; Mr. Laderman 110% (January 1, 2018-August 20, 2018) and 106% (August 21, 2018-December 31, 2018); and Mr. Levy 100%. As discussed above, the 2018 AIP target opportunities for Messrs. Munoz, Kirby, G. Hart, B. Hart, and Levy remain unchanged from the 2017 award levels. In connection with the Committee's review of Mr. Laderman's total target compensation levels upon his appointment as EVP and CFO, Mr. Laderman's overall 2018 AIP opportunity was increased as a result of his increased base salary. Mr. Laderman's AIP percentage of base salary was reduced in recognition of the increased base salary rate and in consideration of providing internal pay parity with other executive officers. Mr. Levy forfeited his award upon his resignation from the Company. See " 2018 NEO Compensation Review Process" and " Base Salary" above. See also "Compensation Process and Oversight" and " Key Annual Compensation Components" above.

2018 Performance Goals.

Pre-tax Income. The pre-tax income performance goals, representing **60% of the target opportunity**, were entry $2.35 billion, target $2.8 billion, and stretch $3.7 billion. The target pre-tax income goal was based on the Company's 2018 full year expectations at the time the performance conditions were established in February 2018.

Customer Satisfaction. The customer satisfaction goal, representing **15% of the target opportunity**, was based on the percentage of satisfied customers (who rate United a 4 or 5 on a 5-point scale) when answering the question "How satisfied were you with your flight?". The Committee also had discretion to consider supplemental measures of customer satisfaction, including external surveys related to the airline industry. The external survey results and rankings were provided to the Committee in connection with their certification of performance results. The Wall Street Journal Airline Scorecard ranks airlines in key operational areas including on-time arrivals, canceled flights, extreme delays, two-hour tarmac delays, mishandled baggage and consumer complaints. The Airline Quality Rating is a multifactor examination of airlines based on mishandled baggage, consumer complaints, on-time performance and involuntary denied boarding. J.D. Power rankings also measure airline performance.

Operational Metrics. The operational performance goals, representing **15% of the target opportunity**, were established for each month of 2018. The specific level of performance for each month was set after consideration of the Company's historic performance levels for each metric over each month during the period January 2011 December 2017. Achievement of the 2018 operational goals was measured based on the number of months that the Company met or exceeded the pre-established performance goal for such month as follows: entry 4 months; target 6 months; and stretch 10 months. The 2018 operational goals were on-time departures, flight completion factor, and mishandled baggage ratio, with each metric representing one-third of the total target opportunity applicable to the operational goals. We believe that Company success with respect to each of these operational metrics is a strong indirect indicator of customer satisfaction results.

Table of Contents

Strategic Initiatives. The 2018 AIP included a performance category based on Company achievements with respect to key strategic initiatives, representing **10% of the target opportunity**. These initiatives included the following areas of focus:

- bringing the core4 principles to life through accelerated supervisor and frontline training;
- redesign of the Premier program for MileagePlus;
- complete successful implementation of flight attendant joint collective bargaining agreement;
- increase share in corporate and high-yield agencies with more competitive posture;
- improve alliance structure and consistency of global travel experience for customers;
- renew our leadership model and embed key competencies in development and assessment;
- advance policies that encourage safe operations, promote fair competition and encourage growth;
- strengthen organizational capabilities to improve internal and external communications as we build a trusted brand;
- use innovation and technology to improve the customer journey and drive employee productivity;
- improve operational reliability, technology support and cost effectiveness of the spare parts supply chain; and
- enhance the safety of our customers and employees with a focus on unstable approaches and un-commanded aircraft movements.

These initiatives were selected to provide specific areas for management engagement. Performance with respect to these initiatives is based on the Committee's subjective assessment at the end of the performance period. Throughout the year, management provided updates to the Committee regarding efforts and progress with respect to each of these initiatives.

2018 Performance Results. Our 2018 pre-tax income was $2.66 billion, and we achieved pre-tax income of $3.59 billion as measured under the AIP and our profit sharing plans and adjusted for special charges. This performance represents achievement between the target and stretch levels (187% of target) with respect to the 2018 AIP pre-tax income financial performance goal. As required for payment under the AIP, eligible employees received payments for 2018 pursuant to the Company's profit sharing plans. With respect to the direct customer satisfaction metric, the Committee determined that the Company had not yet achieved the desired levels of customer satisfaction and no amount was earned with respect to this portion of the 2018 AIP. With respect to the operational performance goals (on-time departures, flight completion factor, and mishandled baggage ratio), the Company's combined performance resulted in achievement between entry and target level (approximately 67% of target). With respect to the strategic initiatives, the Committee determined, based on its assessment of progress throughout the year, that management's performance with respect to these goals achieved the target level (100% of target).

Table of Contents

The combined 2018 performance relating to pre-tax income, customer satisfaction, operational goals and strategic initiatives resulted in achievement at 132.34% of the total target opportunity level under the AIP. In reviewing the 2018 AIP results, including its ability to exercise negative discretion and to apply an individual modifier, the Committee considered management's contributions toward the Company's overall 2018 performance and responses to challenges throughout the year. Examples of 2018 performance factors considered by the Committee include progress toward the Company's growth plan, success in overcoming fuel price increases, progress toward closing the margin gap versus industry peers, coordination within the management team, efforts and focus on United's ongoing commitment to improving the customer experience, and overall progress toward executing the Company's business objectives. The Committee, with input and recommendations from Mr. Munoz, considered individual performance during 2018 and, based on its holistic assessment of individual performance, the Committee applied individual performance modifiers ranging from 115% to 120% for the named executive officers. In prior years, the Committee has provided a broader range of adjustments through the individual performance modifier. Based on 2018 exceptional individual performance and collaboration across the executive team, the Committee determined that the applied levels of individual performance modifiers were appropriate. Payments under the AIP are included in the 2018 Summary Compensation Table under the column captioned "Non-Equity Incentive Plan Compensation." The named executive officers are not eligible to receive payments under our profit sharing plans.

2018 Long-Term Incentive Awards. The graphic below outlines the key elements of the 2018 long-term incentive awards.

For 2018, the long-term incentive target opportunity was equally divided between the following two awards:

- Relative Pre-tax Margin Performance-based RSUs (cash-settled): Designed to reward improvement in pre-tax margin performance relative to improvement by our airline peers; and

- Time-vested RSUs (stock-settled): Intended to align executives' interests with the creation of stockholder value and retain executives over the three-year vesting period.

The total target long-term incentive opportunities of the named executive officers, other than Mr. Laderman, remain unchanged from the levels in effect at year-end 2017. Mr. Laderman's total compensation package, including his long-term incentive opportunity, was adjusted in August 2018 in connection with his appointment to serve as EVP and CFO. See " Key Annual Compensation Components" above.

For the named executive officers (other than Mr. Laderman), the 2018 total long-term incentive **target** level opportunities were as follows: Mr. Munoz $10,500,000; Mr. Kirby $5,468,750; Mr. G. Hart $2,550,000; Mr. B. Hart $2,325,000; and Mr. Levy $2,261,250. Mr. Munoz's total target long-term incentive opportunity was established under the terms of his employment agreement in December 2015. For officers other than Mr. Munoz, the 2018 long-term incentive target level opportunities were considered by the Committee both in target dollars as well as based on a percentage of base salary and were established with reference to median peer practices as set forth in the benchmarking analysis conducted by Exequity and

discussed with the Committee. Expressed as a percentage of the executives' base salary, the target opportunities were as follows: Mr. Kirby 625%; Mr. G. Hart 300%; Mr. B. Hart 300%; and Mr. Levy 335%. Mr. Levy forfeited all his 2018 awards when he resigned from the Company. In February 2018, Mr. Laderman received 2018 long-term incentive awards with a target opportunity of $1,020,000. In connection with Mr. Laderman's appointment as EVP and CFO in August 2018, the Committee approved an annual long-term incentive opportunity calculated as 300% of his base salary and granted Mr. Laderman pro-rated long-term incentive awards with an incremental target level opportunity of $393,534.

All the 2018 long-term incentives are linked to the Company's stock price performance.

Relative Pre-tax Margin Performance Based RSUs. For 2018, the Committee determined that the relative performance metric based on improvement in our relative pre-tax margin as compared to industry peers continues to be an appropriate metric for motivating executive performance in line with stockholder interests.

One-half of the 2018 long-term incentives were based on a relative pre-tax margin performance measure. These incentives were granted in the form of cash-settled Performance-Based RSU awards that measure and reward performance based on the Company's improvement in cumulative pre-tax margin over a three-year performance period as compared to an industry peer group (American, Delta, Southwest, JetBlue Airways Corporation, and Alaska Air Group, Inc.).

Improvement over the performance period by the Company and the industry group is measured with comparison to pre-tax margin performance achieved in 2017. Performance is generally measured as (A) the Company's pre-tax income over the performance period divided by its revenue over such period *minus* the Company's 2017 pre-tax margin as compared to (B) the peer companies' aggregate pre-tax income over the performance period divided by the peer companies' aggregate revenue over such period *minus* the peer companies' aggregate 2017 pre-tax margin. The calculations are adjusted to exclude special charges in accordance with applicable accounting rules. If the Company achieves at least the minimum entry level of performance, the awards will be settled in cash following the end of the three-year performance period. As a risk mitigation factor, payment also requires that the Company must have an adequate level of unrestricted cash at the end of the performance period, as determined by the Committee.

The target performance level established for the 2018 relative pre-tax margin Performance-Based RSUs was set by the Committee so that executives would earn market-competitive rewards ("target" level) for achieving pre-tax margin improvement substantially in excess of the peer group (equal to peer group pre-tax margin change over the performance period plus 148 basis points). The entry performance level was designed to be achievable with solid relative performance (peer group change plus 74 basis points), while the stretch performance level (peer group change plus 266 basis points) was set at a high level requiring exceptional relative performance. In determining the 2018-2020 performance goals, the Committee considered the historical performance of the Company and the peer group, the Company's multi-year financial plan, and the economic and market conditions at the time the goals were established.

The 2018 pre-tax margin Performance-Based RSU awards have an entry opportunity equal to 50% of the target award value, a target opportunity of 100% of the target award value, and a maximum or "stretch" opportunity equal to 200% of the target award value. Payment opportunities under the relative pre-tax margin Performance-Based RSUs are subject to linear interpolation between performance levels. In accordance with ASC Topic 718, Compensation Stock Compensation ("ASC Topic 718"), and as noted in the 2018 Summary Compensation Table below, the grant date fair value of the relative pre-tax margin Performance-Based RSUs is at zero based on the probability of satisfaction of the required performance conditions as of the

Table of Contents

grant date. As discussed above, the Committee believes that improvement in pre-tax margin continues to be an appropriate metric for motivating executive performance in line with stockholder interests.

Time-vested RSUs. The other half of the 2018 long-term incentive opportunity was delivered in the form of time-vested and stock-settled RSU awards that vest in one-third increments on February 28, 2019, 2020 and 2021. The February 2018 awards were granted pursuant to the Company's 2017 Incentive Compensation Plan. The number of RSUs granted was calculated based on the target opportunity value divided by the closing price per share of Common Stock on the date of grant, rounded up to the nearest whole share.

Settlement of Long-term Incentives for the 2016-2018 Performance Period. The long-term incentive awards granted in 2016 divided the target opportunity into one-third increments including Performance-Based RSUs based on relative pre-tax margin performance, Performance-Based RSUs based on ROIC performance, and time-vested restricted stock. Settlement of the 2016 Performance-Based RSUs is described below.

Relative Pre-tax Margin Performance-Based RSUs. The 2016 relative pre-tax margin awards, which had a performance period of January 1, 2016 through December 31, 2018, were cash-settled Performance-Based RSU awards and had the following performance goals using relative improvement in pre-tax margin as the metric: entry peer group change in pre-tax margin plus 20 basis points; target peer group change in pre-tax margin plus 90 basis points; and stretch peer group change in pre-tax margin plus 220 basis points. As a risk mitigation factor, the awards also required that the Company must have an adequate level of unrestricted cash at the end of the performance period, as determined by the Committee. For the 2016-2018 performance period, our relative pre-tax margin (as compared to 2015) exceeded the industry peer group by 117 basis points and we exceeded target level performance (110.43% of target). Under the Performance-Based RSU program, our pre-tax margin is calculated based on our pre-tax income divided by our revenues, excluding any special, unusual or non-recurring items. The pre-tax margin calculation is adjusted for the same special charges adjusted for purposes of our AIP pre-tax income calculation. The peer group pre-tax margin calculations are based on publicly available financial statements for each industry peer company, adjusted for special charges as identified in such publicly available financial statements. The 2016 relative pre-tax margin Performance-Based RSUs were settled in cash in the first quarter of 2019 following review and certification by the Committee. The 20-day average closing price per share of Common Stock immediately preceding December 31, 2018 was $87.92 per share. Payment of these awards is included in the "Option Exercises and Stock Vested for 2018" table below.

ROIC Performance-Based RSUs. The 2016 ROIC Performance-Based RSU awards, which had a performance period of January 1, 2016 through December 31, 2018, were cash-settled Performance-Based RSU awards and had the following performance goals: entry 11.0% ROIC; target 17% ROIC; and stretch 19% ROIC. As a risk mitigation factor, payment of the awards required that the Company must have an adequate level of unrestricted cash at the end of the performance period, as determined by the Committee. For the 2016-2018 performance period, the Company's ROIC (17.1%) achieved between the target and stretch level (104.38% of target) and the 2016 Performance-Based RSUs were settled in cash in the first quarter of 2019 following review and certification by the Committee. The 20-day average closing price per share of Common Stock immediately preceding December 31, 2018 was $87.92 per share. The payment of these awards is included in the "Option Exercises and Stock Vested for 2018" table below.
ROIC was used as a performance metric under the Company's long-term incentive awards for the 2016-2018 performance period and is calculated in accordance with the Performance-Based

Table of Contents

RSU Program adopted pursuant to the Company's 2008 Incentive Compensation Plan. For our 2016 awards, ROIC was calculated as the Company's net operating profit before tax divided by the Company's average invested capital (as defined in the Performance-Based RSU Program). The 2016 ROIC Performance-Based RSU design included a fuel price adjustment feature. Under this design, the Company's pre-tax income was adjusted if and solely to the extent fuel prices during any year of the performance period varied by more than $5 per barrel from the fuel curve model used to establish the ROIC goals. The design resulted in a fuel price adjustment for each year in the 2016-2018 performance period. In addition, the 2018 results were adjusted to reverse the effects of the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) in order to use comparable results for the entire performance period.

Preview of 2019 Incentive Compensation Design

2018		2019	
Annual Incentive Program		***Annual Incentive Program***	
Pre-tax income (60%)		Pre-tax income (60%)	
Operational goals (15%)*		Operational goal (15%)*	
measured by on-time departures, flight completion factor, and mishandled baggage ratio		*measured by #1 in on-time departures compared to peers (American, Delta, and Southwest) (NEW)*	
Customer Satisfaction (15%)		Customer Satisfaction (15%)	
measured by internal surveys and in consideration of published external rankings		*measured by internal surveys and in consideration of published external rankings*	
Strategic initiatives (10%)		Net Promoter Score (10%) (NEW)	
Long-term Incentive Program		***Long-term Incentive Program***	
Performance-Based RSUs *(cash-settled)*	Relative Pre-tax Margin (50%)	Performance-Based RSUs *(stock-settled) (NEW)*	Relative Pre-tax Margin (50%)
RSUs (time-vested) (50%) *(stock-settled)*		RSUs (time-vested) (50%) *(stock-settled)*	

**Operational metrics included in the AIP are strongly correlated to customer satisfaction.*

Performance related to our net promoter score or "NPS" has been added to our 2019 AIP design to support our customer-centric commitment. NPS is a survey tool that evaluates the loyalty of customers to a firm or brand. For 2019, the Committee will have discretion to evaluate performance based on internal and external NPS measures.

Other Compensation Components

Severance Benefits. We maintain standardized severance benefits for our officers. These benefits are set forth in severance plans applicable by officer level or, in the case of our CEO, through his employment agreement. We previously eliminated employment agreements for all officers other than our CEO. The Company maintains the Executive Severance Plan, which provides severance benefits to our EVPs in connection with termination events. The severance and post-employment benefits provided under the Executive Severance Plan are consistent with the level of benefits that were provided to EVP-level officers of the Company under the terms of the employment agreements which were in effect prior to October 2014.

Based on the advice of Exequity, we believe that our severance benefits are competitive with typical practices and that they provide appropriate levels of compensation and terms and conditions related to executive separations. Further, we believe that these arrangements are an important component of our compensation packages in terms of attracting and retaining top caliber talent in senior leadership roles and in defining terms and conditions of executive separation events. See "Potential Payments upon Termination or

Table of Contents

Change in Control" below for a discussion and estimate of the potential compensation and benefits provided pursuant to these arrangements.

Retirement Benefits. The Company maintains a tax qualified 401(k) plan and an excess 401(k) cash direct and cash match program for management and administrative employees, including the named executive officers. We believe these benefits encourage retention and are part of delivering an overall competitive pay package necessary to recruit and retain talented executives.

Perquisites. We offer our named executive officers certain perquisites that we believe are generally consistent with those provided to executives at similar levels at companies within the airline industry and general industry groups. We believe that providing certain benefits to our executives, rather than cash, enhances retention, results in a cost savings to the Company, and strengthens our relationships with our executives. For example, travel privileges on United flights provide the opportunity to become familiar with our network, product and locations and to interact with customers and employees. The incremental cost to the Company of providing such flight benefits is minimal, while we believe the value of these benefits to the named executive officers is perceived by them to be high. Consistent with historic practice and the travel policies at other airlines, the Company provides tax indemnification on the travel benefits provided to active and certain former officers. The Company has eliminated tax indemnification for post-separation perquisites provided to officers who were not officers as of the date the policy was adopted. The tax indemnification provided to each of the named executive officers is subject to an annual limit. Other benefits are primarily linked to maintaining the health of our executives and to financial and tax planning and assistance. Please refer to the "All Other Compensation" column of the "2018 Summary Compensation Table" and the footnotes thereto for additional information regarding perquisites.

Other Executive Compensation Matters

Recoupment of Earned Awards/"Claw-back" Policy. In 2018, the Committee adopted an enhanced claw-back policy applicable to annual and long-term incentive compensation of covered executives upon specified triggering events. The revised claw-back policy provides the Committee with discretion to require the return, repayment or forfeiture of any annual or long-term incentive compensation payment or award to a covered executive if the Committee determines that a covered executive engaged in misconduct that resulted in a material violation of (i) federal or state law that caused a material adverse impact to the Company's financial statements or reputation or (ii) the Company's Code of Ethics and Business Conduct that caused a material adverse impact to the Company's financial statements or reputation. All our NEOs, as well as any other "executive officer" as defined under Rule 3b-7 under the Exchange Act are covered by the enhanced claw-back policy. The policy includes a three-year look back period from the time of a triggering event. In addition, all our annual and long-term incentive award programs include claw-back provisions requiring the return of incentive payments in financial restatement situations to the extent necessary to comply with applicable law including, without limitation, the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act or any SEC rule.

Stock Ownership Guidelines. The Committee has approved stock ownership guidelines for our officers. The guidelines encourage our officers, including each of the named executive officers, to hold shares of Common Stock or equity-based awards with a fair market value that equals or exceeds a multiple of the executive's base salary. Currently, the CEO level stock ownership target is six times base salary, the President level stock ownership guideline is four times base salary, the EVP level stock ownership target is three times base salary, the SVP stock ownership target is two times base salary, and the VP stock ownership target is one times base salary. For purposes of determining whether an officer satisfies the stock ownership guidelines, restricted shares and stock-settled and time-vested RSUs are included in total stock holdings, while cash-settled RSUs do not count toward the total stock holdings. A newly hired or promoted officer has five years to achieve the stock ownership targets set forth in the guidelines. The Committee reviews equity ownership at least annually. Once an officer is determined to be in compliance with the stock ownership guidelines, he or she will be considered in compliance until such time as he or she sells or otherwise disposes of any his or her shares of Common Stock. Following any such sale or disposition, the Committee will reevaluate the officer's compliance with the stock ownership guidelines at the next annual evaluation date. If an officer has not achieved the target ownership level, then the officer is required to hold 50% of the net shares issued upon vesting of restricted stock or RSUs until the officer achieves the target ownership level. As of April 1, 2019, all our named executive officers were in compliance with the guidelines. We also maintain stock ownership guidelines that apply to our non-employee directors, which are described below in "2018 Director Compensation."

Securities Trading Policy. Our securities trading policy prohibits speculative and derivative trading and short selling with respect to our securities by all officers and directors. Our securities trading policy prohibits pledging and hedging Company securities by our officers and directors.

Compensation Committee Report

We have reviewed and discussed the CD&A with management. Based on such review and discussions, we recommended to the Board that the CD&A be included in this proxy statement and the 2018 Form 10-K.

Respectfully submitted,*
James A. C. Kennedy, Chairman
Michele J. Hooper
Edward L. Shapiro
James M. Whitehurst

* Excludes Mr. Nuti who was not in attendance at the Committee meeting during the discussion of the CD&A.

Table of Contents

2018 Summary Compensation Table

The following table provides information regarding the Company's principal executive officer (Mr. Munoz), principal financial officer (Mr. Laderman), and the three other most highly compensated executive officers in 2018 who were serving at year-end (Messrs. Kirby, G. Hart and B. Hart), determined in accordance with applicable SEC disclosure rules. The table also provides information regarding the Company's prior principal financial officer (Mr. Levy) who resigned from the Company in May 2018. The table provides information for 2018 and, to the extent required by applicable SEC disclosure rules, 2017 and 2016.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)(3)	Change in Pension Value ($)	All Other Compensation ($)(5)	Total ($)
Oscar Munoz Chief Executive Officer	2018	1,250,000		5,250,024		3,804,775		189,033	10,493,832
	2017	1,250,000		7,838,135				472,999	9,561,134
	2016	1,193,909		13,776,729		3,374,334		375,576	18,720,548
J. Scott Kirby President	2018	875,000		2,734,433		1,664,589		185,392	5,459,414
	2017	875,000		4,082,366		928,069		222,183	6,107,618
	2016	301,763		1,251,913	5,000,019	528,750		80,570	7,163,015
Gregory L. Hart Executive Vice President and Chief Operations Officer	2018	850,000		1,275,037		1,371,241	(4)	224,539	3,720,817
Brett J. Hart Executive Vice President and Chief Administrative Officer	2018	775,000		1,162,514		1,304,608		157,457	3,399,579
	2017	747,500		2,487,539	750,007	1,064,817		160,009	5,209,872
	2016	715,000	740,909	2,052,978		1,170,319		182,120	4,861,326
Gerald Laderman Executive Vice President and Chief Financial Officer	2018	579,271	156,250	706,902		954,167	(4)	160,946	2,557,536
	2017	507,500		761,543		631,624	196,018	146,517	2,243,202
	2016	500,000	820,000	3,902.439		707,740	390,663	171,286	6,492,128

Former Officer								
Andrew Levy	2018	257,813	1,130,632				155,344	1,543,789
Former Executive	2017	675,000	1,687,981		668,210		288,923	3,320,114
Vice President and	2016	243,750	545,222	1,382,880	313,262		126,677	2,611,791
Chief Financial Officer								

(1) Mr. Laderman served as acting CFO from May 16, 2018 until his election as EVP and CFO effective August 21, 2018. Mr. Laderman received a cash stipend of $50,000 per month for the duration of his service as acting CFO, pro-rated for partial months of service. The cash payments were terminated on August 20, 2018.

(2) For each named executive officer, the amount shown includes the grant date fair value of 2018 long-term incentive awards determined in accordance with ASC Topic 718. The Company's 2018 long-term incentives value was structured one-half in time-vested RSUs and one-half in Performance-Based RSUs with performance based on the Company's pre-tax margin improvement as compared with an industry peer group.

Time-vested RSUs. For the time-vested RSU awards, the grant date fair value was calculated by multiplying the number of RSUs awarded by the closing price per share of Common Stock on the date of grant. See the footnotes to the Grants of Plan-Based Awards for 2018 table below for the applicable share prices on the date of grant.

Performance-Based RSUs. In accordance with the SEC disclosure rules, the aggregate grant date fair value of the Performance-Based RSUs has been determined based on the probable satisfaction of the

Table of Contents

performance condition for those awards at the date of grant. In accordance with ASC Topic 718, the grant date fair value of the 2018 relative pre-tax margin Performance-Based RSUs is zero because the satisfaction of the required performance condition was not considered probable as of the grant date.

The following table reflects the aggregate grant date fair value of the 2018 Performance-Based RSUs if they were to vest at the maximum or "stretch" level, using the average closing price per share of Common Stock for the 20 trading days immediately preceding the applicable date of grant (as referenced in the table below).

	Grant Date	20-day Average Closing Share Price as of the Applicable Date of Grant ($/Sh)	Pre-tax Margin Performance-Based RSUs Maximum Value ($)
Oscar Munoz	2/22/18	65.83	10,363,090
J. Scott Kirby	2/22/18	65.83	5,397,533
Gregory L. Hart	2/22/18	65.83	2,516,813
Brett J. Hart	2/22/18	65.83	2,294,702
Gerald Laderman	2/22/18	65.83	1,006,804
Gerald Laderman	8/21/18	81.48	374,482
Andrew Levy	2/22/18	65.83	2,231,769

Mr. Levy forfeited his long-term incentive awards upon his resignation from the Company.

(3) Amounts reported for 2018 represent amounts earned under the Company's Annual Incentive Program. Our 2018 Company performance resulted in achievement at 132.34% of the total target opportunity level. Payments to the named executive officers also reflect application of the individual performance modifier under the 2018 AIP design. Mr. Levy forfeited his 2018 AIP award upon his resignation from the Company. See "2018 Compensation Components Annual Incentive Awards" for further information regarding the 2018 AIP.

(4) Prior to the Merger, Messrs. G. Hart and Laderman participated in pension benefits provided as part of the Continental total compensation program. None of the other named executive officers participate in the pension benefits. For the period December 31, 2017 to December 31, 2018, the passage of time, change in the supplemental executive retirement plan ("SERP") lump sum mortality table and increases in the discount rate and lump sum interest rate had offsetting effects on the present value of accumulated pension retirement benefits resulting in a net decrease in value of $24,533 for Mr. G. Hart and $35,220 for Mr. Laderman. See "Narrative to Pension Benefits Table" below for a discussion of the assumptions used to calculate the present values of these pension benefits and

further information on the provisions of the plans.

(5) The following table provides details regarding amounts disclosed in the "All Other Compensation" column for 2018:

Name	Insurance Premiums Paid by Company ($)(a)	401(k) Company Contributions ($)(b)	401(k) Cash Direct and Cash Match Program ($)(b)	Perquisites and Other Benefits ($)(c)	Tax Indemnification ($)(d)	Total ($)
Oscar Munoz	15,817	19,250	68,250	45,781	39,935	189,033
J. Scott Kirby	6,278	17,875	99,324	22,759	39,156	185,392
Gregory L. Hart	7,425	20,625	138,690	33,937	23,862	224,539
Brett J. Hart	4,556	17,875	101,713	19,663	13,650	157,457
Gerald Laderman	10,895	22,000	74,872	31,049	22,130	160,946
Andrew Levy	1,688	17,188	40,689	76,233	19,546	155,344

Table of Contents

(a) Represents premiums paid by the Company for supplemental life insurance provided to the named executive officers.

(b) Amounts shown represent Company contributions to the 401(k) plan. The 401(k) cash direct and cash match program provides cash payments equivalent to direct and matching contributions that could not be made to the applicable 401(k) plan as a result of contribution limits imposed under the Code.

(c) For each named executive officer, this column includes the Company's incremental cost of providing the named executive officer with air travel on flights operated by any UAL subsidiary or operated as "United Express" and reserved parking in Chicago at the Company's headquarters. The named executive officers also have access to certain other travel-related benefits with no incremental cost to the Company, such as access to our United Club facilities and status in our Mileage Plus programs for the executives and their immediate family members, complimentary car rentals provided by certain travel partners, and flight privileges on certain other air carriers. In connection with the Company's sponsorship of certain events and partnerships with various organizations and venues, certain perquisites that have no additional aggregate incremental cost to the Company, including tickets, memberships and parking access, are made available to the CEO and in certain circumstances other officers of the Company. Officers have access to certain package delivery services which are provided at no incremental cost to the Company. Officers of the Company also are eligible to purchase on a voluntary basis group excess liability or "umbrella" insurance. The Company has no interest in these policies and does not subsidize the cost or make any other payment with respect to such coverage. During 2018, each of the named executive officers purchased such supplemental coverage.

The amount shown also includes (i) financial planning and tax services and parking for each named executive officer, (ii) an executive physical for Messrs. Munoz, Laderman, G. Hart and B. Hart, (iii) health club membership fees for Messrs. Kirby, G. Hart, and Laderman, (iv) car services for Mr. Munoz, and (v) payment for accrued and unused vacation for Mr. Levy ($58,201).

(d) In each case, this amount includes taxes paid on behalf of the named executive officer with respect to air travel on flights operated by any UAL subsidiary or operated as "United Express."

Table of Contents

Grants of Plan-Based Awards for 2018

The following table sets forth information regarding awards granted during 2018 to our named executive officers. The 2018 annual incentive awards were granted pursuant to our Annual Incentive Program which was implemented under our 2017 Incentive Compensation Plan. The pre-tax margin Performance-Based RSUs were granted pursuant to our Performance-Based RSU Program which was implemented under our 2017 Incentive Compensation Plan. The time-vested RSU awards also were granted pursuant to our 2017 Incentive Compensation Plan.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or	All Other Option Awards: Number of Securities Underlying	Exercise or Base Price of Option
Grant Date	Approval Date	Threshold ($)	Target ($)	Maximum ($)(1)	Threshold (#)	Target (#)	Maximum (#)	Units (#)	Options (#)	Awards ($/Sh)
2/22/18(1)	2/22/18	1,250,000	2,500,000	7,500,000						
2/22/18(2)	2/22/18				39,356	78,711	157,422			
2/22/18(3)	2/22/18							78,711		
2/22/18(1)	2/22/18	546,875	1,093,750	3,281,250						
2/22/18(2)	2/22/18				20,498	40,996	81,992			
2/22/18(3)	2/22/18							40,996		
2/22/18(1)	2/22/18	450,500	901,000	2,703,000						
2/22/18(2)	2/22/18				9,558	19,116	38,232			
2/22/18(3)	2/22/18							19,116		
2/22/18(1)	2/22/18	410,750	821,500	2,464,500						
2/22/18(2)	2/22/18				8,715	17,429	34,858			
2/22/18(3)	2/22/18							17,429		
2/22/18(1)	2/22/18	178,290	356,581	1,069,742						
8/21/18(1)(4)	8/20/18	135,186	270,373	811,118						
2/22/18(2)	2/22/18				3,824	7,647	15,294			
8/21/18(2)(4)	8/20/18				1,149	2,298	4,596			
2/22/18(3)	2/22/18							7,647		
8/21/18(3)(4)	8/20/18							2,298		
2/22/18(1)	2/22/18	337,500	675,000	2,025,000						

2/22/18(2)	2/22/18	8,476	16,951	33,902		
2/22/18(3)	2/22/18				16,951	

(1)
Represents 2018 award opportunities granted under the Company's Annual Incentive Program. The annual incentive award amounts paid to the named executive officers are included in the "Non-Equity Incentive Plan Compensation" column in the 2018 Summary Compensation Table. The maximum opportunity under the 2018 Annual Incentive Program is 300% of the target level. This maximum includes both the stretch level Company performance opportunity of 200% plus application of the maximum potential individual performance modifier of up to 150%. The final payment amounts are calculated based on base salary earned during the year. Mr. Levy forfeited his 2018 AIP award upon his resignation from the Company in May 2018.

(2)
Represents award opportunities for relative pre-tax margin Performance-Based RSUs. These awards will be settled in cash in the first quarter of 2021 and payment will depend on the Company's improvement in cumulative pre-tax margin performance compared to an industry peer group over the period January 1, 2018 through December 31, 2020. Mr. Levy forfeited his long-term incentive awards upon his resignation from the Company in May 2018.

(3)
Represents stock-settled RSUs that are scheduled to vest in one-third increments on February 28, 2019, 2020 and 2021. Mr. Levy forfeited his long-term incentive awards upon his resignation from the Company in May 2018.

(4)
On August 20, 2018, the Committee approved compensation for Mr. Laderman in connection with his promotion to EVP and CFO. The revised pay package included an increased base salary and adjusted annual and long-term incentive opportunities. His annual base salary rate was increased by $190,000 and he was granted incremental 2018 long-term incentive awards, equally divided between the pre-tax margin Performance-Based RSUs and time-vested RSUs. His AIP percentage opportunity was reduced (110% to 106%) in consideration of his increased base salary level and consideration of internal pay parity.

(5) Represents the grant date fair value of time-vested RSU awards and Performance-Based RSU awards determined in accordance with ASC Topic 718.

For the time-vested RSUs that are settled in stock, the amount was calculated by multiplying the number of RSUs awarded by the closing price per share of Common Stock on the date of grant. The per share prices applicable for the awards set forth in the table are as follows: February 22, 2018 $66.70 and August 21, 2018 $85.66.

In accordance with the SEC disclosure rules, the aggregate grant date fair value of the Performance-Based RSUs has been determined based on the probable satisfaction of the performance condition for those awards at the date of grant. In accordance with ASC Topic 718, the grant date fair value of the relative pre-tax margin Performance-Based RSUs is zero because the satisfaction of the required performance condition was not deemed probable as of the grant date. For the Performance-Based RSUs, which are settled in cash, the grant date fair value is calculated based on the average closing price per share of Common Stock for the 20 trading days immediately preceding the date of grant. The applicable average per share prices for the awards set forth in the table are as follows: February 22, 2018 $65.83 and August 21, 2018 $81.48.

Narrative to 2018 Summary Compensation Table and Grants of Plan-Based Awards for 2018 Table

The following is a description of material factors necessary to understand the information disclosed in the 2018 Summary Compensation Table and the Grants of Plan-Based Awards for 2018 table.

Employment Agreement with Mr. Munoz. On December 31, 2015, Mr. Munoz, the Company and United Airlines entered into an employment agreement memorializing the terms of Mr. Munoz's employment with the Company and United Airlines. The employment agreement has a term of five years expiring on September 8, 2020. Pursuant to the employment agreement, Mr. Munoz receives an initial base salary of $1,250,000 per year. Beginning in 2016, Mr. Munoz became eligible to participate in the Company's annual cash bonus program, with a target annual bonus not less than 200% of his annual base salary. Also beginning in 2016, Mr. Munoz became eligible to receive an annual long-term incentive award with a target grant date value of at least $10.5 million, to be delivered through vehicles and designs that are generally consistent with those awarded to the Company's other senior executive officers in each year. The Committee retained these award levels in 2017 and 2018.

2018 Incentive Compensation Awards

The individual target level opportunities under the 2018 annual and long-term incentive compensation awards were expressed as a percentage of the executives' base salary earned during the year.

Annual Incentive Awards. As discussed in the CD&A, during 2018, each of the named executive officers participated in the AIP, an annual cash incentive plan adopted pursuant to the Company's 2017 Incentive Compensation Plan. The 2018 AIP award opportunities were as follows: entry 50% of targeted value; target 100% of targeted value; and stretch 200% of targeted value. In addition, the 2018 awards include an "individual performance modifier" of between 0-150%. The combined 2018 performance relating to pre-tax income, operational goals, customer satisfaction goals and strategic initiatives resulted in achievement of 132.34% of the total target opportunity level under the AIP. As discussed in the CD&A under "2018 Compensation Components 2018 Annual Incentive Awards," under the AIP design, the Committee retained discretion to adjust the AIP payouts through the application of the individual performance modifier and the Committee applied individual performance modifiers ranging from 115% to 120% for the named executive officers. Payments under the AIP are included in the 2018 Summary Compensation Table under the column captioned "Non-Equity Incentive Plan Compensation." Please see "2018 Compensation Components 2018 Annual Incentive Awards" in the CD&A above for further information regarding the operation of the AIP.

Table of Contents

Long-Term Incentive Awards. As discussed in the CD&A, the 2018 targeted annual long-term incentive opportunity for each of the named executive officers was divided equally between (i) Performance-Based RSU awards based on pre-tax margin improvement relative to industry peers (cash-settled) and (ii) time-vested RSUs vesting equally over a three-year period (stock-settled). Please see "2018 Compensation Components 2018 Long-Term Incentive Awards" in the CD&A above for further information regarding the long-term incentive awards, including the establishment of the 2018 opportunity levels and the applicable performance measures.

Performance-Based RSUs. For 2018, the Committee granted pre-tax margin Performance-Based RSU awards with performance based on the Company's cumulative improvement in pre-tax margin for the January 1, 2018 through December 31, 2020 performance period versus an industry peer group and as compared to the baseline of the Company's and the industry's 2017 pre-tax margin results. Subject to achievement of the specified performance conditions, the Performance-Based RSUs are cash-settled based on the average closing price per share of Common Stock for the 20 trading days immediately preceding the end of the performance period. Participants must remain continuously employed through the end of the performance period to receive a payment, with limited exceptions for pro-rata payments in the case of death, disability, retirement, and involuntary termination following a change in control.

Time-vested RSUs. The other one-half of the 2018 long-term incentive target level opportunity was delivered in the form of time-vested RSUs. These awards vest in one-third increments on February 28, 2019, 2020 and 2021, subject to continued employment through each vesting date. The 2018 RSUs vest in full upon the holder's death or disability. Upon retirement, the RSUs vest on a pro-rata basis with respect to the portion of the award scheduled to vest on the next vesting date. The holder of RSUs will be eligible to receive any dividends or other distributions paid or distributed with respect to the shares subject to such RSUs at the time the RSUs vest, if at all. In consideration of the 2018 RSU awards, the award agreements include restrictive covenants, including post-separation obligations related to confidentiality, non-competition and non-solicitation.

Table of Contents

Outstanding Equity Awards at 2018 Fiscal Year-End

The following table presents information regarding the outstanding equity awards held by each named executive officer as of December 31, 2018. In accordance with SEC reporting requirements, if performance through 2018 has exceeded the entry level, then the year-end number of Performance-Based RSUs that have not vested and the related payout value shown in the table below is based on achieving the next higher performance measure that exceeds the performance achieved through the 2018 fiscal year. The final determination of the payout value of each award will be made based upon the achievement of the specified performance conditions and the value of the Common Stock at the time of vesting.

	Option Awards				Stock Awards			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**	**Equity Incentive Plan Awards; Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Oscar Munoz	7,875(1)		8.79	6/10/19				
					44,787(2)	3,750,016(6)		
					22,858(3)	1,913,900(6)		
					46,943(4)	3,930,537(6)		
					78,711(5)	6,590,472(6)		
							35,207(7)	2,947,882(9)
							157,422(8)	13,180,944(9)
J. Scott Kirby		159,321(10)	58.69	8/29/26				
	105,652	52,827(10)	58.69	8/29/23				
					4,433(3)	371,175(6)		
					24,450(4)	2,047,199(6)		
					40,996(5)	3,432,595(6)		
							18,337(7)	1,535,357(9)
							81,992(8)	6,865,190(9)
Gregory L.					4,274(3)	357,862(6)		

Hart								
					11,328(4)	948,493(6)		
					19,116(5)	1,600,583(6)		
							8,496(7)	711,370(9)
							38,232(8)	3,201,165(9)
Brett J. Hart		21,521(11)	77.56	6/14/27				
					9,670(12)	809,669(6)		
					3,595(3)	301,009(6)		
					10,364(4)	867,778(6)		
					17,429(5)	1,459,330(6)		
							7,774(7)	650,917(9)
							34,858(8)	2,918,660(9)
Gerald Laderman					15,000(13)	1,255,950(6)		
					2,196(3)	183,871(6)		
					4,561(4)	381,893(6)		
					9,945(5)	832,695(6)		
							3,421(7)	286,440(9)
							19,890(8)	1,665,390(9)
Andrew Levy	28,666(14)		46.95	8/22/23				

(1) The outstanding option awards held by Mr. Munoz at December 31, 2018 were granted to him in connection with his prior service as a non-employee director of Continental.

(2) Represents the final one-third of restricted shares granted on February 17, 2016 to Mr. Munoz under the terms of his employment agreement in consideration of his commencement of employment, and in part to compensate him for incentive and equity compensation forfeited at his prior employer. These shares vested on February 17, 2019.

(3)
Represents the final one-third of restricted shares granted in 2016, which vested on February 28, 2019. This award represented one-third of the 2016 annual long-term incentives total target opportunity.

(4)
Represents RSUs granted in 2017 which vest in one-third increments on February 28, 2018, 2019 and 2020, subject to continued employment through each vesting date. This award represents one-half of the 2017 annual long-term incentives total target opportunity.

(5)
Represents RSUs granted in 2018 which vest in one-third increments on February 28, 2019, 2020 and 2021, subject to continued employment through each vesting date. This award represents one-half of the 2018 annual long-term incentives total target opportunity.

(6)
The market value shown in the table was calculated based on the number of restricted shares or RSUs held as of December 31, 2018 multiplied by the closing price per share of Common Stock on December 31, 2018 ($83.73).

(7)
Represents relative pre-tax margin improvement Performance-Based RSU awards granted in 2017 assuming that the awards achieve the entry level of performance (50% of the target opportunity). Vesting of these awards is subject to achievement of specified performance conditions over the January 1, 2017 through December 31, 2019 performance period. This award represents one-half of the 2017 annual long-term incentives total target opportunity.

(8)
Represents relative pre-tax margin improvement Performance-Based RSU awards granted in 2018 assuming that the awards achieve the stretch level of performance (200% of the target opportunity). Vesting of these awards is subject to achievement of specified performance conditions over the January 1, 2018 through December 31, 2020 performance period. This award represents one-half of the 2018 annual long-term incentives total target opportunity.

(9)
The market value of the unvested Performance-Based RSUs shown in the table was calculated based on the number of unvested RSUs as of December 31, 2018 that represent the level of performance as reflected in footnotes 7 and 8 to this table, multiplied by the closing price per share of Common Stock on December 31, 2018 ($83.73). Subject to achievement of the specified performance conditions, the Performance-Based RSUs are cash-settled based on the average closing price per share of Common Stock for the 20 trading days immediately preceding the end of the performance period. Participants must remain continuously employed through the end of the performance period to receive a payment, with limited exceptions for pro-rata payments in the case of death, disability, retirement, and involuntary termination following a change in control.

(10)
In connection with joining the Company, Mr. Kirby received a sign-on transition award consisting of premium-priced stock options (with an exercise price that was set at 25% higher than the closing stock price on the date of grant). The options are split into two awards, one with a seven-year term ending August 29, 2023 that vests in one-third increments on August 29, 2017, 2018 and 2019, and one with a ten-year term ending August 29, 2026 that vests in one-third increments on August 29, 2020, 2021 and 2022.

(11)
Represents a special stock option award granted to Mr. B. Hart on June 14, 2017 that vests in one-third increments over the third, fourth and fifth anniversary of the date of grant (June 14, 2020, 2021 and 2022).

(12)
Represents a special RSU award granted to Mr. B. Hart on June 14, 2017 that vests in one-third increments over the third, fourth and fifth anniversary of the date of grant (June 14, 2020, 2021 and 2022).

Table of Contents

(13)
Represents the final one-third of a special time-vested RSU award granted to Mr. Laderman on August 16, 2016 that vests on August 16, 2019.

(14)
Represents one-third of a sign-on stock option award granted to Mr. Levy that vested on August 22, 2017. The remainder of the stock option award and all other outstanding incentive awards held by Mr. Levy were forfeited upon Mr. Levy's resignation from the Company in May 2018.

Option Exercises and Stock Vested for 2018

The following table presents information regarding option exercises and the vesting of restricted share and RSU awards during 2018.

	Option Awards	Option Awards	Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Units Vesting (#)**	**Value Realized on Vesting ($)**
Oscar Munoz	7,875(1)	441,394(1)		
			44,787(2)	2,979,231(2)
			22,858(3)	1,549,544(3)
			23,471(4)	1,591,099(4)
			71,578(5)	6,293,138(5)
			75,727(6)	6,657,918(6)
J. Scott Kirby			4,432(3)	300,445(3)
			12,224(4)	828,665(4)
			13,880(5)	1,220,330(5)
			14,685(6)	1,291,105(6)
Gregory L. Hart			3,044(7)	206,353(7)
			4,274(3)	289,734(3)
			5,663(4)	383,895(4)
			13,383(5)	1,176,633(5)
			14,159(6)	1,244,859(6)
Brett J. Hart			11,114(8)	749,084(8)
			2,561(7)	173,610(7)
			3,595(3)	243,705(3)
			5,182(4)	351,288(4)
			11,258(5)	989,803(5)
			11,911(6)	1,047,215(6)
Gerald Laderman			15,000(9)	1,228,500(9)
			1,666(7)	112,938(7)
			2,196(3)	148,867(3)
			2,280(4)	154,561(4)
			6,876(5)	604,538(5)

	7,275(6)	639,618(6)
Andrew Levy	1,930(3)	130,835(3)
	5,054(4)	342,611(4)

(1)

Mr. Munoz is the only named executive officer with stock option exercises during 2018 and all of such awards were granted to him in connection with his prior service as a non-employee director of Continental.

(2)

Represents the vesting on February 17, 2018 of one-third of the restricted shares granted on February 17, 2016 and valued based on the closing price per share of Common Stock on the vesting date ($66.52). The restricted shares were granted to Mr. Munoz under the terms of his employment agreement in consideration of his commencement of employment, and in part to compensate him for incentive and equity compensation forfeited at his prior employer. The award vested in one-third

Table of Contents

increments on February 17, 2017, 2018 and 2019, subject to continued employment through each vesting date.

(3) Represents the vesting on February 28, 2018 of one-third of the restricted shares granted in 2016 and valued based on the closing price per share of Common Stock on the vesting date ($67.79).

(4) Represents the vesting on February 28, 2018 of one-third of the time-time vested RSUs granted in 2017 and valued based on the closing price per share of Common Stock on the vesting date ($67.79).

(5) Represents Performance-Based RSU awards granted in 2016 that vested based on the Company's achievement of ROIC performance goals over the three-year performance period January 1, 2016 through December 31, 2018. The 2016 ROIC Performance-Based RSU awards were settled in cash in the first quarter of 2019 following certification by the Committee that the Company achieved performance between the target and stretch levels of performance (104.38% of target). The RSUs were settled based on the 20-day average closing price prior to the December 31, 2018 vesting date ($87.92 per unit).

(6) Represents Performance-Based RSU awards granted in 2016 that vested based on the Company's achievement of improvement in pre-tax margin performance relative to industry peers over the three-year performance period January 1, 2016 through December 31, 2018. The 2016 pre-tax margin Performance-Based RSU awards were settled in cash in the first quarter of 2019 following certification by the Committee that the Company achieved between the target and stretch levels of performance (110.43% of target). The RSUs were settled based on the 20-day average closing price prior to the December 31, 2018 vesting date ($87.92 per unit).

(7) Represents the vesting on February 28, 2018 of one-third of the restricted shares granted in 2015 and valued based on the closing price per share of Common Stock on the vesting date ($67.79).

(8) Represents the vesting on January 1, 2018 of restricted shares granted to Mr. Hart in 2016 under the terms of a performance award and valued based on the closing price per share of Common Stock on the vesting date ($67.40).

(9) Represents the vesting on August 16, 2018 of one-third of a time-vested RSU award (stock settled) granted to Mr. Laderman in 2016 as a retention award and valued based on the closing price per share of Common Stock on the vesting date ($81.90).

Table of Contents

2018 Pension Benefits Table

Prior to the Merger, Continental maintained a SERP benefit for Mr. Laderman that provides an annual retirement benefit expressed as a percentage of the executives' final average compensation. The SERP is not a current element of the Company's compensation program. The SERP benefit for Mr. Laderman was partially frozen as of December 31, 2010 and fully frozen as of December 31, 2013. The final average compensation used for calculating the SERP benefit value will be based on Mr. Laderman's compensation from Continental, United or its affiliates as of December 31, 2010. Mr. Laderman will not receive additional service credit for purposes of his SERP benefit after December 31, 2013. The remaining named executive officers do not have a SERP benefit. Messrs. G. Hart and Laderman also participate in the Continental Retirement Plan ("CARP"), which was frozen as of December 31, 2013.

The following table sets forth information as of December 31, 2018 for Messrs. G. Hart and Laderman concerning the present value of their accumulated benefits under the CARP, which was frozen with respect to officers as of December 31, 2013 and, with respect to Mr. Laderman, his SERP benefit. The SERP amounts shown in this proxy statement reflect an estimated Medicare tax indemnification that is expected to be paid by the Company in the year Mr. Laderman retires or terminates.

Name	Plan Name	Number of Years of Credited Service (#)(1)	Present Value of Accumulated Benefit ($)(2)	Payments During Last Fiscal Year ($)
Gregory L. Hart	CARP	15.4	297,799	0
Gerald Laderman	CARP	23.3	633,714	0
	SERP	19.0	4,247,032	0

(1) Years of credited service recognized under the SERP differ from actual service with the Company. Actual Company service (including Continental service) through December 31, 2013 is shown with respect to the CARP.

(2) The assumptions used to calculate the present value of accumulated benefits under CARP and SERP, including those shown in the 2018 Summary Compensation Table, are set forth in the table below. These assumptions are primarily the same as those used for pension plan accounting under FASB ASC Topic 715-20 "Compensation Retirement Benefits Defined Benefit Plans General" ("ASC 715-20"), as of each measurement date with three exceptions: pre-retirement mortality; pre-retirement turnover; and the age at which participants are assumed to retire.

Table of Contents

Narrative to Pension Benefits Table

	Measurement Date		
Assumption	**12/31/2016**	**12/31/2017**	**12/31/2018**
Discount Rate and Lump Sum Interest Rate:			
CARP	4.31%	3.76%	4.33%
SERP	4.29%	4.29%	4.40%
Lump Sum Election	100%	100%	100%
Pre-retirement Turnover	None	None	None
Mortality Assumption:			
Pre-retirement	None	None	None
Lump Sum CARP	2017 IRS 417(e) Table	2018 IRS 417(e) Table	2019 IRS 417(e) Table
Lump Sum SERP	2017 IRS 417(e) Table	2017 IRS 417(e) Table	2019 IRS 417(e) Table
Assumed Retirement Age (earliest unreduced age):			
CARP	Age 65	Age 65	Age 65
SERP	Age 60 (or current age if older)	Age 60 (or current age if older)	Age 60 (or current age if older)

CARP. The CARP is a non-contributory, defined benefit pension plan in which substantially all of Continental's non-pilot domestic employees (including Messrs. G. Hart and Laderman) were entitled to participate. During 2018, the Company contributed $400 million to its tax qualified U.S. defined benefit pension plans, including $303 million contributed to CARP.

Effective December 31, 2013, the Company froze benefit accruals in CARP for all management and administrative employees, including Messrs. G. Hart and Laderman. Effective January 1, 2014, all management and administrative employees of the Company, including the named executive officers, participate in defined contribution plans. In addition, management employees with compensation greater than the tax-qualified plan limit, including these officers, participate in the United Airlines, Inc. Management Cash Direct & Cash Match Program. The Company's decision to freeze CARP was part of the Company's continuing efforts to standardize management and administrative benefits.

The CARP benefit is based on a formula that utilizes final average compensation and service while one is an eligible employee of Continental. Compensation used to determine benefits is regular pay, which includes salary deferral elections under broad-based employee programs (such as Continental's 401(k) plan), but excludes bonuses, taxable income derived from group term life insurance, payments pursuant to profit sharing plans, and any form of non-cash or incentive compensation. A limit of $170,000 is applied to each year of compensation. Final average compensation is based on the highest consecutive five calendar years of compensation of the ten most recent calendar years of employment. The final average compensation used to calculate the frozen accrued CARP benefit for Messrs. G. Hart and Laderman is $170,000.

The benefit under the CARP is calculated as (A) times (B), where:

(A)

is 1.19% of final average compensation plus 0.45% of the final average compensation in excess of the participant's average Social Security wage base; and

(B)

is credited service, limited to 30 years.

Normal retirement under the CARP is age 65, but a participant is entitled to receive a reduced benefit after attaining either age 55 with 10 years of service or age 50 with 20 years of service. The early retirement benefit is the same as the normal retirement benefit, but actuarially reduced from age 65 to the early retirement age. Messrs. G. Hart and Laderman were eligible for early retirement as of December 31, 2018.

The CARP benefit can be received as a single life annuity or an actuarially equivalent contingent annuity with 50%, 66$^{2}/_{3}$%, 75%, or 100% of the participant's payments continuing for the life of the surviving spouse following the participant's death, or as an actuarially equivalent lump sum. The lump sum payment option is not available if the participant terminates before being eligible for either normal or early retirement.

Frozen SERP. The SERP benefit originally was granted in connection with Mr. Laderman's employment agreement with Continental and will be offset by amounts paid or payable under the CARP. These benefits are not protected from bankruptcy, are subject to the rights of creditors of the Company, and are not protected by the Pension Benefit Guaranty Corporation. Continental provided the SERP benefits to address the compensation limits under CARP and to encourage retention by enhancing the financial value of continued employment with Continental. Mr. Laderman's SERP benefit was partially frozen as of December 31, 2010 and fully frozen as of December 31, 2013.

Payouts under the SERP are based on final average compensation, which was frozen as of December 31, 2010 for all SERP participants, and credited years of service, which was frozen as of December 31, 2013 for Mr. Laderman. Under the SERP, final average compensation means the greater of a specified minimum amount or the average of the participant's highest five years of compensation during their last ten calendar years through the 2010 freeze date. For purposes of such calculation, compensation includes salary and cash bonuses but excludes certain other award payments, such as proceeds from awards under any option or stock incentive plan and any cash awards paid under a long-term incentive plan. The final average compensation used to calculate the frozen SERP accrued benefit is $655,357 for Mr. Laderman and credited years of service recognized under the SERP began January 1, 2000 for Mr. Laderman. Mr. Laderman received one additional credited years of service under the SERP for each actual year of service during the period 2000 through 2004. This additional service credit was provided as a retention incentive. The portion of the Present Value of Accumulated Benefits attributable to years of service credited under the SERP that are greater than actual years worked while participating in the SERP is $1,238,861 for Mr. Laderman.

The benefit under the SERP is defined as a single life annuity, which is (a) times (b) minus (c), where:

(a) is 2.50% of final average compensation;

(b) is credited service; and

(c) is the benefit payable from the CARP.

The Company will increase the amount for the executive's portion of any Medicare payroll tax incurred in connection with the SERP payout (plus income taxes on such indemnity payment). This Medicare tax indemnity is expected to be paid in the year the executive terminates.

Normal retirement under the SERP is age 60, but an officer is entitled to receive a reduced benefit upon the earlier of attaining age 55 or completing 10 years of actual service under the SERP. The benefit is payable as a lump sum, which is the actuarial equivalent of the single life annuity benefit payable at age 60. The lump sum is calculated using the same mortality table disclosed in the footnote to the financial statements for SERP (the Internal Revenue Service ("IRS") prescribed 417(e) table). It is also calculated using an interest rate that is the average of the Moody's Aa Corporate Bond rate for the three-month period ending on the last day of the second month preceding payment.

Potential Payments upon Termination or Change in Control

This section quantifies and describes potential payments that may be made to our named executive officers upon termination of employment or upon a change in control of the Company assuming that such event had occurred on December 31, 2018. For Mr. Levy, this section quantifies and describes payments and benefits based on his resignation from the Company in May 2018. Mr. Levy's separation is described separately below and references in this section to our named executive officers do not otherwise include Mr. Levy.

This section does not include payments for awards that already were earned or vested as of December 31, 2018, including (i) the 2018 AIP awards and (ii) long-term incentive awards granted in 2016 for the 2016-2018 performance period. The 2018 AIP awards are included above under the Non-Equity Incentive Plan Compensation column of the 2018 Summary Compensation Table and the 2016 Performance-Based RSUs for the 2016-2018 performance period are included in the Option Exercises and Stock Vested for 2018 table and the footnotes thereto.

Termination Benefits of Mr. Munoz

At December 31, 2018, Mr. Munoz was eligible for termination benefits pursuant to the terms of his employment agreement. If Mr. Munoz's employment is terminated by the Company without "cause" or if he resigns with "good reason," then Mr. Munoz will be entitled to certain payments and benefits, including the following: a cash severance payment of $7.5 million (representing two times his base salary plus target bonus); full vesting of the initial equity award specified in his employment agreement (which award was granted in February 2016 and was fully vested in February 2019); pro-rata payment of his annual bonus for the year of termination based on actual achievement of performance targets; and continuation of welfare benefits for two years.

The Company's incentive awards also specify certain separation benefits and obligations. See " Termination Due to Death or Disability," " Involuntary Termination Without 'Cause' or Voluntary Termination for 'Good Reason'," and " Change in Control" below for a description of the impact of termination on Mr. Munoz's outstanding incentive awards.

Mr. Munoz is bound by certain non-solicitation and non-competition restrictions during the term of his employment and for a period of one year thereafter. Upon separation, Mr. Munoz retains lifetime flight benefits and a related tax indemnification, which benefits he retains from his prior service as a non-employee director of the Company. As of December 31, 2018, Mr. Munoz was not retirement eligible and a change in control would not impact his compensation. See " Material Defined Terms" below for a discussion of "cause" and "good reason" definitions.

Estimate of Mr. Munoz's Potential Post-Employment Payments and Benefits at December 31, 2018

Type of Payment or Benefit	Resignation without Good Reason ($)	Death ($)	Disability ($)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ($)	Change In Control ($)*	Change In Control With Qualifying Termination ($)
Cash Severance	0	0	0	7,500,000	0	7,500,000
Long-Term Incentives						
Restricted Shares (2016)	0	1,913,900	1,913,900	0	0	1,913,900
Time-vested RSUs (2017)	0	3,930,537	3,930,537	0	0	3,930,537
Time-vested RSUs (2018)	0	6,590,472	6,590,472	0	0	6,590,472
Performance-Based RSUs (2017-19)	0	3,930,509	3,930,509	0	0	3,930,509
Performance-Based RSUs (2018-20)	0	2,196,824	2,196,824	0	0	2,196,824
2016 Sign-on Equity Award Restricted Shares	0	3,750,016	3,750,016	3,750,016	0	3,750,016
Continuation Coverage Benefits						
Health and Welfare	0	0	0	38,569	0	38,569
Life Insurance	0	0	0	1,231	0	1,231
Perquisites						
Outplacement Services	0	0	0	25,000	0	25,000
Flight Benefits	128,075	0	128,075	128,075	0	128,075
Tax Indemnification on Flight Benefits	528,593	0	528,593	528,593	0	528,593

*No benefits are triggered or enhanced upon a change in control without a qualifying termination event.

Termination Benefits under the Executive Severance Plans and Award Agreements

As of December 31, 2018, Messrs. Kirby, G. Hart, B. Hart and Laderman were eligible for termination benefits pursuant to the Company's Executive Severance Plan. The Company's incentive awards also specify benefits and obligations under certain separation scenarios. Below is a narrative description of potential payments to our named executive officers upon the following separation scenarios:

- termination for "cause,"
- retirement (if eligible) or resignation without "good reason,"
- termination due to death or disability,
- involuntary termination without "cause" or voluntary termination for "good reason," and

a change in control.

A tabular summary of the estimated payments and benefits for each of these officers as of December 31, 2018 is set forth below the narrative descriptions of these scenarios. As of December 31, 2018, Messrs. G. Hart and Laderman were eligible to retire.

Termination for "Cause"

Upon a termination for "cause," our named executive officers are not entitled to any additional payments or benefits. However, upon any termination of employment, including a termination for "cause," Mr. Laderman would retain his frozen SERP benefits.

Frozen SERP benefits. The value of the frozen SERP benefits as of December 31, 2018 is set forth in the 2018 Pension Benefits Table and the benefits are described under "Narrative to Pension Benefits Table." This is a frozen benefit and there is no enhancement of this benefit under any separation scenario. The SERP benefit payable is not affected by the cause of termination, other than death. Assuming a termination on December 31, 2018 other than due to death, the lump sum benefit payable to Mr. Laderman would have been $4,398,489 (payable on July 1, 2019). Assuming a termination on December 31, 2018 due to death, the lump sum benefit would have been $1,971,854, payable to the surviving spouse on January 1, 2019. For purposes of these calculations, we assumed that the lump sum interest rate in effect at the time of payment for benefits payable after January 1, 2019 will be the same as the assumption currently in effect (4.26%). For the lump sum mortality assumption, we used the 2019 IRS prescribed 417(e) table.

Retirement or Resignation without "Good Reason"

Messrs. G. Hart and Laderman were retirement eligible on December 31, 2018 and were entitled to the retirement benefits described below. Such benefits are in addition to the frozen SERP benefit of Mr. Laderman described above. Messrs. Munoz, Kirby and B. Hart were not retirement eligible as of December 31, 2018 and therefore voluntary separation would occur upon resignation without "good reason" (as defined in the Executive Severance Plan or, in the case of Mr. Munoz, his employment agreement). The only separation benefit provided to Messrs. Munoz and B. Hart in such circumstances would be lifetime flight benefits. Mr. Kirby was not eligible for lifetime flight benefits as of December 31, 2018 because such benefits require five years of Company service.

Relative Pre-tax Margin Performance-Based RSUs. Retirement eligible participants receive payments (pro-rata through the retirement date) under the relative pre-tax margin Performance-Based RSUs if and when actively employed participants receive payments based on the Company's actual performance results through the end of the performance period. The performance period for the 2017 awards ends on December 31, 2019 and the performance period for the 2018 awards ends on December 31, 2020. Assuming retirement at December 31, 2018, Messrs. G. Hart and Laderman each would be eligible for payment of (i) two-thirds of the 2017 awards based on the Company's actual performance achieved through December 31, 2019 and (ii) one-third of the 2018 awards based on the Company's actual performance achieved through December 31, 2020.

As an estimate of the future payments to Messrs. G. Hart and Laderman, the termination tables set forth below include (i) two-thirds of the estimated value of the 2017 relative pre-tax margin Performance-Based RSUs assuming the awards meet the entry level of performance and (ii) one-third of the estimated value of the 2018 relative pre-tax margin Performance-Based RSUs assuming the awards meet the stretch level of performance. These calculations are based on the estimates used in the Outstanding Equity Awards at 2018 Fiscal Year-End table and the closing price per share of Common Stock on December 31, 2018 ($83.73). Vested pre-tax margin Performance-Based RSUs will be settled based on the average closing price per share of Common Stock over the 20 trading days at the end of the performance period.

No amounts are payable under the Performance-Based RSU awards upon a voluntary resignation without "good reason" and therefore no amounts have been included for these awards under this scenario for Messrs. Munoz, Kirby and B. Hart.

Restricted Shares. All outstanding restricted share awards terminate.

Time-vested RSUs. The time-vested RSUs granted to Messrs. G. Hart and Laderman vest on a pro-rata basis with respect to the portion of the award scheduled to vest on the next vesting date and the remainder of the time-vested RSUs are forfeited. The estimated retirement benefit amounts shown in the separation tables for Messrs. G. Hart and Laderman were calculated based on the value of the awards included in the Outstanding Equity Awards at 2018 Fiscal Year-End table and the portion of the award scheduled to vest in 2019.

Table of Contents

Stock Options. The unvested outstanding stock options held by Messrs. Kirby and B. Hart terminate upon resignation without "good reason."

Continuation Coverage Benefits. Upon any termination other than for "cause," Mr. Laderman is eligible to receive continued coverage under the Company's health and welfare benefit plans for himself and his eligible dependents at rates equivalent to those paid by similarly-situated employees who continue in service until he is eligible for Medicare (but in no event beyond age 65). This benefit was preserved from the terms of Mr. Laderman's pre-merger employment agreement. The remaining named executive officers do not have post-separation continuation coverage benefits upon retirement or voluntary resignation without "good reason."

Flight Benefits. Upon any termination other than for "cause," flight benefits are provided for Messrs. Munoz, G. Hart, B. Hart and Laderman for the remainder of the executive's lifetime, subject to an annual limit. The Company previously adopted a policy to eliminate tax indemnification for post-separation perquisites, however Messrs. Munoz and Laderman had grandfathered rights to post-separation tax reimbursements. Upon death, certain executive's survivors will receive a limited flight benefit. For purposes of the tables below this has not been separately valued and is shown for each executive at the same value as the other termination scenarios. Mr. Kirby was not eligible for lifetime flight benefits as of December 31, 2018, which benefits require five years of Company service.

Termination Due to Death or Disability

If a named executive officer terminated employment due to death or disability on December 31, 2018, in addition to applicable benefits as described above, he would have been entitled to the following benefits:

Relative Pre-tax Margin Performance Based RSUs. Upon death or disability, the 2017 and 2018 pre-tax margin Performance-Based RSU awards vest at the target level and are paid out immediately on a pro-rata basis. As an estimate of the payment to the named executive officers in the termination tables set forth below, (i) two-thirds of the target opportunity under the 2017 awards has been included and (ii) one-third of the target opportunity under the 2018 awards has been included.

The estimated payout value of the 2017 and 2018 Performance-Based RSUs was determined based on the closing price per share of Common Stock on December 31, 2018 ($83.73). Vested pre-tax margin Performance-Based RSUs will be settled based on the average closing price per share of Common Stock over the 20 trading days prior to the termination date. The pre-tax margin Performance-Based RSU awards outstanding at December 31, 2018 are set forth in the Outstanding Equity Awards at 2018 Fiscal Year-End table.

Restricted Shares and Time-Vested RSUs. The restricted share and time-vested RSU awards vest in full upon death or disability. The value of each restricted share and time vested RSU was estimated based on the closing price of a share of Common Stock on December 31, 2018 ($83.73 per share).

Stock Options. Outstanding unvested stock options vest in full upon death or disability and remain exercisable for 12 months. Messrs. Kirby and B. Hart are the only named executive officers who held unvested stock options on December 31, 2018. The value of the acceleration of vesting of the unexercisable stock options was estimated based on the difference between the applicable option exercise price and the closing price of a share of Common Stock on December 31, 2018 ($83.73 per share).

Continuation Coverage Benefits. In the case of death, the named executive officers' beneficiaries are entitled to receive proceeds of life insurance benefits equal to three times his

base salary (up to a maximum of $3 million) at the time of death. In the case of disability, the named executive officer is eligible to receive monthly benefits under the Company's applicable disability policies. There is no additional cost to the Company associated with payments under these policies and therefore no additional amounts are included in the tables with respect to these policies.

Involuntary Termination Without "Cause" or Voluntary Termination for "Good Reason"

If any of the named executive officers was terminated by the Company without "cause" or terminated voluntarily for "good reason" (as defined in the applicable severance plan) on December 31, 2018, in addition to the benefits described above (including payments under outstanding awards with respect to the named executive officers who are retirement eligible and excepting disability benefits or life insurance payments and except as modified below), he would have been entitled to the following:

Cash Severance. Under the Executive Severance Plan, the named executive officers would receive a cash severance payment equal to two times the sum of his (i) base salary (Kirby $875,000, G. Hart $850,000, B. Hart $775,000, and Laderman $700,000) and (ii) AIP target bonus percentage (Kirby 125%, G. Hart 106%, B. Hart 106%, and Laderman 106% of base salary) multiplied by year-end base salary.
The estimated severance payments included in the tables are calculated using the target opportunity percentages referenced above which were in effect as of December 31, 2018. However, in an actual separation event, if the officer was expected to be a named executive officer for the year of termination, then the Executive Severance Plan specifies that the payment calculation uses the target opportunity percentage that was applicable in the year prior to the separation event. To the extent permitted under Section 409A of the Code, the severance payment is made in one lump sum payment and, if the payment is subject to a six-month delay, interest will be paid on the delayed payment.

Relative Pre-tax Margin Performance Based RSUs. Upon an involuntary termination without cause or voluntary termination for good reason, Messrs. G. Hart and Laderman would receive payment for the pre-tax margin Performance Based RSUs based on their retirement eligibility described above. For Messrs. Munoz, Kirby and B. Hart, such awards would be forfeited.

Restricted Share and Time-vested RSUs. Outstanding restricted shares would be forfeited. Messrs. G. Hart and Laderman would receive payment for a pro-rata portion of the time-vested RSUs scheduled to vest on the next vesting date as described above. As noted above, the sign-on award granted to Mr. Munoz in 2016 would vest in full upon involuntary termination without cause or voluntary termination for good reason. The remaining time-vested RSUs held by the named executive officers would be forfeited.

Stock Options. The outstanding unvested stock options would be forfeited.

Continuation Coverage Benefits. Mr. Laderman would receive continued coverage under the Company's health and welfare benefits plans and continued life insurance benefits as set forth above. The remaining named executive officers are eligible for continued coverage under the Company's welfare benefit plans for themselves and their eligible dependents and continued life insurance for 24 months following termination (until December 31, 2020) or, if earlier, until he receives similar benefits from a subsequent employer. The continuation coverage benefits require the executives to pay for the benefits at rates equivalent to those paid by similarly situated employees who continue in service and are subject to any Medicare or other coordination of benefits provisions under the applicable welfare benefit plan.

Outplacement Services. Outplacement consulting services are provided for 12 months following termination. The estimated cost set forth in the tables below is based on our current contracted rates and officer position.

"Change in Control"

If a "change in control" of the Company had occurred on December 31, 2018, generally no payments or benefits would have been provided to the named executive officers unless there were also a qualifying termination of employment or as noted below. A "qualifying termination" includes involuntary termination without "cause," voluntary termination for "good reason," death, disability and attainment of retirement eligibility. These payments and benefits are generally the same as those provided upon a qualifying termination without a change in control.

The outstanding restricted share awards and time-vested RSU awards include a double-trigger with respect to a change in control, with vesting accelerated only if the holder terminates for "good reason" or upon a qualifying termination within two years of the change in control. The outstanding Performance-Based RSU awards also include double-trigger provisions and upon such trigger the performance goals would be deemed satisfied at the target level. Payments would require continued employment through the end of the performance period except in situations involving a qualifying termination event, death, or disability. To satisfy requirements of Section 409A of the Code, a retirement eligible holder of Performance-Based RSUs would be eligible for an annual pro-rata payment. Payments with respect to the 2017 and 2018 Performance-Based RSUs would be made on a pro-rated basis upon a qualifying termination event, death or disability. The sign-on stock option awards granted to Mr. Kirby (which have an exercise price that was set 25% higher than the closing price on the date of grant) would vest upon a change in control without a separate termination event.

None of our named executive officers will be entitled to indemnification with respect to excise taxes under Section 4999 of the Code for a change in control. Instead, payments that would be subject to the excise tax will be reduced to the level at which the excise tax will not be applied unless the executive would be in a better net after-tax position by receiving the full payments and paying the excise tax.

Material Defined Terms

The terms "cause" and "good reason" as used above are defined under Mr. Munoz's employment agreement, as amended, and the Executive Severance Plan with respect to the remaining named executive officers and are set forth below.

"Cause" means, in general, (i) gross neglect or willful gross misconduct; (ii) conviction of, or plea of nolo contendere to, a felony or crime involving moral turpitude; (iii) the executive's commission of an act of deceit or fraud intended to result in personal and unauthorized enrichment of the executive at the Company's expense; (iv) a material breach of a material obligation of the executive under the Company's Bylaws or pursuant to any award or agreement with the executive; (v) the executive's abuse of alcohol or drugs rendering the executive unable to perform the material duties and services required by his position; or (vi) a material violation of Company policies.

"Good Reason" means, in general, (i) a material diminution in the executive's authority, duty or responsibilities; (ii) a material diminution in the executive's base salary, except as part of an across-the-board reduction in salary; (iii) a relocation of the executive's principal place of employment by more than 50 miles; or (iv) a material breach by the Company of the applicable severance plan or, in the case of Mr. Munoz, employment agreement. With respect to Mr. Munoz, "good reason" also means the failure of any successor or assignee of the Company to assume his employment agreement.

Table of Contents

"Change in Control" means, in general, the occurrence of any one of the following events: (i) certain acquisitions by a third-party or third-parties, acting in concert, of at least a specified threshold percentage of the Company's then outstanding voting securities; (ii) consummation of certain mergers or consolidations of the Company with any other corporation; (iii) stockholder approval of a plan of complete liquidation or dissolution of the Company; (iv) consummation of certain sales or dispositions of all or substantially all the assets of the Company; or (v) certain changes in the membership of the Company's board of directors.

Restrictive Covenants and Release Requirement

Our restricted share awards and time-vested RSU awards include restrictive covenants related to non-solicitation, non-competition and no-hire provisions for a period of one year following termination of employment (except, with respect to the non-competition covenant, if such termination is an involuntary termination by the Company without "cause" or by the executive for "good reason"). Similar restrictive covenants apply under the employment agreement of Mr. Munoz and there are related surviving obligations under the prior employment agreements between the Company and Messrs. G. Hart, B. Hart and Laderman. In addition, each of the officers is bound by an obligation of confidentiality for an indefinite duration. The Company's Executive Severance Plan and Mr. Munoz's employment agreement contain a requirement to execute a release of claims in favor of the Company to receive the separation benefits described herein.

Estimate of Mr. Kirby's Potential Post-Employment Payments and Benefits as of December 31, 2018

Type of Payment or Benefit	Resignation without Good Reason ($)	Death ($)	Disability ($)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ($)	Change In Control ($)	Change In Control With Qualifying Termination ($)
Cash Severance	0	0	0	3,937,500	0	3,937,500
Long-Term Incentives						
Restricted Shares (2016)	0	371,175	371,175	0	0	371,175
Time-vested RSUs (2017)	0	2,047,199	2,047,199	0	0	2,047,199
Time-vested RSUs (2018)	0	3,432,595	3,432,595	0	0	3,432,595
Performance-Based RSUs (2017)	0	2,047,143	2,047,143	0	0	2,047,143
Performance-Based RSUs (2018)	0	1,144,198	1,144,198	0	0	1,144,198
2016 Sign-on Stock Option Awards	0	5,312,186	5,312,186	0	5,312,186	5,312,186
Continuation Coverage Benefits						
Health and Welfare	0	0	0	38,607	0	38,607
Life Insurance	0	0	0	1,232	0	1,232
Perquisites						
Outplacement Services	0	0	0	25,000	0	25,000

Table of Contents

Estimate of Mr. G. Hart's Potential Post-Employment Payments and Benefits as of December 31, 2018

Type of Payment or Benefit	Retirement ($)	Death ($)	Disability ($)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ($)	Change In Control ($)	Change In Control With Qualifying Termination ($)
Cash Severance	0	0	0	3,502,000	0	3,502,000
Long-Term Incentives						
Restricted Shares (2016)	0	357,862	357,862	0	0	357,862
Time-vested RSUs (2017)	474,163	948,493	948,493	(1)	0	948,493
Time-vested RSUs (2018)	533,528	1,600,583	1,600,583	(1)	0	1,600,583
Performance-Based RSUs (2017)	474,219	948,438	948,438	(1)	0	948,438
Performance-Based RSUs (2018)	1,067,055	533,528	533,528	(1)	0	533,528
Continuation Coverage Benefits						
Health and Welfare	0	0	0	70,870	0	70,870
Life Insurance	0	0	0	1,232	0	1,232
Perquisites						
Outplacement Services	0	0	0	25,000	0	25,000
Flight Benefits	102,965	0	102,965	102,965	0	102,965

(1) The time-vested RSUs and the Performance-Based RSUs would be paid in accordance with the retirement separation based on Mr. G. Hart's retirement eligibility at December 31, 2018.

Estimate of Mr. B. Hart's Potential Post-Employment Payments and Benefits as of December 31, 2018

Type of Payment or Benefit	Resignation without Good Reason ($)	Death ($)	Disability ($)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ($)	Change In Control ($)	Change In Control With Qualifying Termination ($)

Cash Severance	0	0	0	3,193,000	0	3,193,000
Long-Term Incentives						
Restricted Shares (2016)	0	301,009	301,009	0	0	301,009
Time-vested RSUs (2017)	0	867,778	867,778	0	0	867,778
Time-vested RSUs (2018)	0	1,459,330	1,459,330	0	0	1,459,330
Performance-Based RSUs (2017)	0	867,778	867,778	0	0	867,778
Performance-Based RSUs (2018)	0	486,443	486,443	0	0	486,443
2017 Special Award Time vested RSUs	0	809,669	809,669	0	0	809,669
2017 Special Award Stock Options	0	132,785	132,785	0	0	132,785
Continuation Coverage Benefits						
Health and Welfare	0	0	0	75,791	0	75,791
Life Insurance	0	0	0	1,232	0	1,232
Perquisites						
Outplacement Services	0	0	0	25,000	0	25,000
Flight Benefits	44,514	0	44,514	44,514	0	44,514

Table of Contents

Estimate of Mr. Laderman's Potential Post-Employment Payments and Benefits as of December 31, 2018

Type of Payment or Benefit	Retirement ($)	Death ($)	Disability ($)	Involuntary Termination without Cause or Voluntary Termination for Good Reason ($)	Change In Control ($)	Change In Control With Qualifying Termination ($)
Cash Severance	0	0	0	2,884,000	0	2,884,000
Long-Term Incentives						
Restricted Shares (2016)	0	183,871	183,871	0	0	183,871
Time-vested RSUs (2017)	190,904	381,893	381,893	(1)	0	381,893
Time-vested RSUs (2018)	277,565	832,695	832,695	(1)	0	832,695
Performance-Based RSUs (2017)	190,932	381,865	381,865	(1)	0	381,865
Performance-Based RSUs (2018)	555,130	277,565	277,565	(1)	0	277,565
2016 Retention Award RSUs	1,255,950	1,255,950	1,255,950	(1)	0	1,255,950
Continuation Coverage Benefits						
Health and Welfare	133,205	86,743	133,205,	133,205	0	133,205
Life Insurance	2,170	0	2,170	2,170	0	2,170
Perquisites						
Outplacement Services	0	0	0	25,000	0	25,000
Flight Benefits	73,144	0	73,144	73,144		73,144
Tax Indemnification on Flight Benefits	292,920	0	292,920	292,920	0	292,920

(1) The time-vested RSUs, the Performance-Based RSUs and the 2016 retention award would be paid in accordance with the retirement separation based on Mr. Laderman's retirement eligibility at December 31, 2018.

Methodologies and Assumptions used for Calculating Other Potential Post-Employment Payments

For purposes of quantifying the payments and estimated benefits disclosed in the foregoing tables, the Company utilized the following assumptions and methodologies to calculate the applicable costs to the Company:

Continuation Coverage benefits. The expected future present values of medical and prescription drug coverage and life insurance benefits that are continued for a pre-defined period following certain qualifying triggering events was determined based on assumptions used for financial reporting purposes (i.e., FASB ASC 715-20-50 assumptions) using a discount rate of 4.3%. The expected future present values for the continuation coverage benefits were based on 2019 employer gross costs, including employer contributions to the health care savings and reimbursement accounts less employee contributions based on 2019 coverage elections. The estimates use a health care cost trend related to the medical and prescription drug benefits (including employer and employee contributions) of 6.0% in 2019, grading down to 5.0% in 2023. The separation scenarios include the portion of the benefits that is greater than the benefit that would be provided to all management employees. The value of the continued life insurance benefits was calculated using the January 2019 term life insurance cost to the Company of purchasing this coverage and assuming no cost increase because the premium is not age-related.

Flight benefits and related tax reimbursements. The value of lifetime travel privileges was determined by utilizing the following assumptions: (i) executive and eligible family members and significant others continue to utilize the travel benefit for a period of 20 years following termination; (ii) the level of usage for each year is the same as the actual usage was for the executive and such persons for 2018; and (iii) the incremental cost to the Company for providing travel benefits for each year is the same as the actual incremental cost incurred by the Company for providing travel benefits to the executive and eligible family members and significant others for 2018. Based on these assumptions, the Company determined the value of lifetime travel benefits by calculating the present value of the assumed incremental cost of providing the benefit to the executive and the executive's eligible family members over a 20-year period using a discount rate of 4.3%. The tax indemnification on lifetime flight benefits was determined utilizing the same three assumptions stated above. Using these assumptions, the Company determined the value of the indemnification by calculating the present value of the executive's future assumed annual tax indemnification (equal to the executive's actual 2018 tax indemnity) over a 20-year period using a discount rate of 4.3%.

Resignation of Mr. Levy

Mr. Levy resigned as Executive Vice President and Chief Financial Officer effective May 14, 2018, which represented a voluntary resignation without "good reason" under the Company's Executive Severance Plan. Mr. Levy was paid for his accrued benefits (such as vacation and reimbursement of business expenses) but was not entitled to any other separation payments or benefits. Mr. Levy's 2018 AIP award, outstanding time-based RSUs, and outstanding Performance-Based RSUs were forfeited upon his resignation. Mr. Levy retained his vested stock option awards that were granted to him when he joined the Company. These stock options are included in the "Outstanding Equity Awards at 2018 Fiscal Year-End" table. He did not receive any continuation coverage benefits and he was not eligible for lifetime flight benefits since he had less than five years of service to the Company. Mr. Levy was permitted to utilize flights that were booked prior to his resignation for travel during 2018 and the cost associated with these benefits is included in the All Other Compensation column of the 2018 Summary Compensation Table. Mr. Levy remains subject to confidentiality obligations indefinitely and is subject to non-competition and non-solicitation obligations for a one-year period following his separation pursuant to surviving obligations under the terms of his restricted share unit awards.

2018 CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are providing information about the relationship of the annual total compensation of our employees and the annual total compensation of our CEO, Oscar Munoz. The CEO pay ratio included below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. In complying with the CEO pay ratio disclosure requirements, companies are permitted to use a variety of assumptions and methodologies. As a result, the CEO pay ratio reported by other companies may not be comparable with the ratio reported below since all results are impacted by the nature of each company's compensation reward structure and employee demographics and the chosen assumptions and methodologies permitted under the SEC rules.

Ratio. For the fiscal year that ended December 31, 2018, the estimated median annual total compensation of all employees of the Company (including our consolidated subsidiaries, but excluding our CEO) was $72,924 and the 2018 annual total compensation of our CEO was $10,493,832. Based on the foregoing, the 2018 ratio of the annual total compensation of our CEO to the median of the annual total compensation of all employees is estimated to be 144 to 1.

Identifying the Median Employee and Calculating Total Compensation. As of December 31, 2018, based on our internal payroll records, we determined that there were approximately 91,700 employees of the Company (including our consolidated subsidiaries), of which approximately 4,100 were located outside of the United States. Pursuant to the *de minimis* exemption provided under Item 402(u) of Regulation S-K, because our non-U.S. employees account for less than 5% of our total U.S. and non-U.S. employees, all our international employees have been excluded from the calculation of our estimated 2018 CEO pay ratio. Our Guam employees are included with our U.S. employees for purposes of these

Table of Contents

calculations. We identified a new median employee for 2018 because the median employee identified in 2017 separated from the Company and was not employed by the Company as of December 31, 2018.

As of December 31, 2018, our international employee locations and the number of excluded employees in each location were as follows: Antigua and Barbuda 1; Argentina 147; Aruba 1; Australia 49; Bahamas 2; Belgium 45; Belize 17; Brazil 322; Canada 19; Cayman Islands 1; Chil China 161; Colombia 57; Costa Rica 90; Denmark 2; Dominican Republic 32; Ecuador 33; El Salvador 45; France 85; French Polynesia 1; Germany 136; Guatemala 44; Honduras 41; Hong Kong 144; India 147; Ireland 19; Israel 32; Italy 15; Jamaica 1; Japan 514; Marshall Islands 34 Mexico 771; Micronesia (Federated States) 130; Netherlands 51; New Zealand 5; Nicaragua 25; Norway 1; Panama 55; Peru 46; Philippines 9; Portugal 23; Singapore 58; Saint Maarten 1; South Korea 2; Spain 30; Sweden 2; Switzerland 15; Taiwan 68; Trinidad/Tobago 5; Turks and Caicos Islands 1; and United Kingdom 529. After taking into account the *de minimis* exemption, 87,659 employees in the U.S. and no employees located outside of the U.S. were considered for identifying the median employee.

For purposes of identifying the median employee, we utilized the dollar amount reported in Box 5 of the 2018 Form W-2 Wage and Tax Statement provided for each U.S. employee on the Company's payroll as of December 31, 2018. This consistently applied compensation measure was chosen because it is a readily available measure for all U.S. employees and we believe it is a reasonable measure of total annual compensation.

Table of Contents

2018 Director Compensation

The following table represents the amount of director compensation in 2018 for each director who served during that year other than Mr. Munoz. The 2018 compensation for Mr. Munoz is shown in the 2018 Summary Compensation Table. For purposes of the disclosure in this section, we refer to the non-employee directors elected by the holders of our Common Stock as "non-employee directors."

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	All Other Compensation ($)(3)	Total ($)
Carolyn Corvi	132,500	160,485	18,714	311,699
Jane C. Garvey	178,571	280,849	17,613	477,033
Barney Harford	125,000	160,485	55,261	340,746
Michele J. Hooper	94,410	160,485	27,682	282,577
Todd M. Insler	(4)	(4)	25,029	25,029
Walter Isaacson	127,054	160,485	41,322	328,861
James A. C. Kennedy	130,000	160,485	39,833	330,318
William R. Nuti	122,500	160,485	23,363	306,348
Sito J. Pantoja	(4)	(4)	40,306	40,306
Edward M. Philip	129,554	160,485	54,573	344,612
Edward L. Shapiro	122,500	160,485	46,773	329,758
David J. Vitale	135,000	160,485	23,248	318,733
James M. Whitehurst	122,500	160,485	29,271	312,256
Former Directors who served as Directors in 2018				
Robert A. Milton	86,429		29,478	115,907
Laurence E. Simmons	49,108		35,243	84,351

(1) Messrs. Isaacson, Shapiro and Whitehurst each elected to receive 100% of their Board and Committee retainer fees in deferred share units as described below under " Director Compensation Deferral under the DEIP."

(2) The amount shown in this column represents the grant date fair value of 2,284 restricted share units granted to each of the non-employee directors on May 24, 2018 determined in accordance with FASB ACS Topic 718. For Ms. Garvey, the amount shown also includes the grant date fair value of 1,713 restricted share units granted on May 24, 2018 for her service as Non-Executive Chairman.

Upon settlement, the restricted share units are structured to be settled: (i) 50% in cash, including any odd or fractional share units, based on the average of the high and low sales prices of Common Stock on the anniversary date; and (ii) 50% in shares of Common Stock. With respect to the cash-settled portion of the restricted share unit award, the grant date fair value was calculated by multiplying the number of cash-settled units by the average of the high and low trading prices per share of Common Stock on the date of grant ($70.06 per share on May 24, 2018). With respect to the share-settled portion of the restricted share unit award, the grant date fair value was calculated by multiplying the number of share-settled units by the closing price per share of Common Stock on the date of grant ($70.47 per share on May 24, 2018).

As of December 31, 2018, the aggregate number of share units outstanding (including, as applicable, deferred share units) for each individual who served as a non-employee director was: 2,284 for each of Mses. Corvi and Hooper and Messrs. Harford, Kennedy and Nuti; 9,806 for Ms. Garvey; 34,506 for Mr. Isaacson; 4,277 for Mr. Philip; 7,743 for Messrs. Shapiro and Whitehurst; and 8,170 for Mr. Vitale. Captain Insler and Mr. Pantoja did not hold any outstanding share units as of December 31, 2018.

(3)

All other compensation includes: (a) with respect to certain directors, matching contributions of up to $20,000 to nonprofit organization(s) to which the director, or in the case of each of the ALPA director and the IAM director, the director's union, makes a contribution(s) (including contributions as follows: $20,000 for each of Ms. Hooper and Messrs. Harford, Isaacson, Kennedy, Milton, Pantoja (IAM), Philip and Shapiro; $14,500 for Ms. Corvi; $15,000 for Ms. Garvey; and $10,000 for Mr. Vitale), as discussed under the caption "Charitable Contributions" below; (b) a tax reimbursement relating to flight benefits (which value is greater than the incremental cost to the Company of providing such benefits) for each director as follows: Ms. Corvi $3,162; Ms. Garvey $2,020; Mr. Harford $24,752; Ms. Hooper $6,228; Captain Insler $18,794; Mr. Isaacson $16,879; Mr. Kennedy $14,976; Mr. Milton $7,101; Mr. Nuti $16,767; Mr. Pantoja $15,365; Mr. Philip $25,452; Mr. Shapiro $18,932; Mr. Simmons $27,636; Mr. Vitale $10,503; and Mr. Whitehurst $21,590; and (c) as required by SEC rules, the aggregate incremental cost to the Company of such director's flight benefits if the perquisites of such director equal or exceed $10,000.

(4)

Our directors who are employees of the Company or who are directors elected by a class of stock other than Common Stock do not receive any cash or equity compensation from the Company related to their services as directors. However, each of the ALPA director and the IAM director are entitled to receive certain travel benefits. See " Travel Benefits" below and footnote 3 above. With respect to 2018, Captain Insler and Mr. Pantoja did not receive any board compensation other than the benefits described in the "All Other Compensation" column.

The Nominating/Governance Committee periodically reviews and makes recommendations to the Board regarding the form and amount of compensation of the Company's non-employee directors. The Nominating/Governance Committee has not delegated any authority with respect to director compensation matters, and no executive officer plays a role in determining the amount of director compensation. The Compensation Committee's independent compensation consultant, Exequity, has advised the Nominating/Governance Committee with respect to director compensation matters. These matters include, among other things, a review and market analysis of board of director pay and benefits and share ownership guidelines. The compensation for the Non-Executive Chairman was approved by the Board upon recommendation of the Nominating/Governance Committee.

Cash Retainers for Board and Committee Service

In 2018, the Company's non-employee directors received the following cash retainers for Board and committee service:

- an annual retainer of $85,000;

- an additional annual retainer of $20,000 for the Chairperson of each of the Compensation, Executive, Finance, Nominating/Governance and Public Responsibilities Committees and an additional annual retainer of $25,000 for the Chairperson of the Audit Committee; and

- an additional annual retainer of $12,500 for each of the members (other than the Chairperson) of the Compensation, Executive, Finance, Nominating/Governance and Public Responsibility Committees and an additional annual retainer of $15,000 for each of the members (other than the Chairperson) of the Audit Committee.

In December 2018, the Nominating/Governance Committee recommended, and the Board approved, an increase in the annual cash retainer to $100,000 beginning with the first quarter of 2019.

Equity Compensation

To attract and retain the services of experienced and knowledgeable non-employee directors, the Company adopted the 2006 Director Equity Incentive Plan, as amended and restated on February 20, 2014 (the "DEIP"). Under the DEIP, non-employee directors may receive as compensation periodic awards, stock compensation and/or cash compensation. Periodic awards are equity-based awards, including options, restricted stock, stock appreciation rights and/or shares, that are granted to non-employee directors from time to time at the discretion of the Board.

In December 2018, the Nominating/Governance Committee recommended, and the Board approved, an increase in the annual equity compensation granted to each non-employee director from $160,000 to $170,000 beginning with the 2019 award.

The increase in the annual cash retainer, referenced above, and the equity award were approved in connection with a review by Exequity of the Company's non-employee director compensation program and were designed to better align with median director pay levels among the companies that comprise the Company's benchmarking peer group. See "Executive Compensation Compensation Discussion and Analysis Compensation Process and Oversight Benchmarking" for a listing of the companies included in this group.

The equity award size is calculated based on the average of the high and low sales prices of Common Stock on the date of grant. Such awards are granted in connection with the non-employee directors' election to the Board at the annual stockholder meeting. The Non-Executive Chairman receives an additional annual equity award, as described below. In each case, each share unit represents the economic equivalent of one share of Common Stock and vests on the one-year anniversary of the date of grant. Upon settlement, the share units are designed to be settled: (i) 50% in cash based on the average of the high and low sales prices of Common Stock on the one-year anniversary date and (ii) 50% in shares of Common Stock. Any odd or fractional units will be settled in cash. Pursuant to the terms of the DEIP, a director may elect to receive the cash-settled portion of the award in shares.

Non-Executive Chairman Compensation

In addition to the cash and equity compensation described above, the Board has approved additional compensation for the Non-Executive Chairman of $200,000 annually, of which: (i) $80,000 is paid in four equal quarterly installments and (ii) $120,000 is granted in share units under the DEIP. This compensation has been in effect since 2015 and remains unchanged for 2019.

Director Compensation Deferral Under the DEIP

Non-employee directors may defer the receipt of some or all cash compensation through credits to a share account established under the terms of the DEIP. Non-employee directors may also defer the receipt of shares that would otherwise be issued under an equity compensation award through credits to his or her share account. Unless otherwise specified by the director at the time of the deferral election, distribution from the share account will be made within 60 days following the date on which the non-employee director terminates his or her position as a director of the Company. Some of our directors also have deferrals in place with respect to compensation that was earned prior to the Merger and these amounts have different distribution terms.

Stock Ownership Guidelines

The stock ownership guidelines that apply to our non-employee directors encourage our non-employee directors to hold shares of Common Stock or equity-based awards (including share units and restricted share units) with a fair market value equal to or exceeding five times the annual cash retainer paid to the non-employee directors. The guidelines provide for a transition period of five years for non-employee directors to achieve the ownership requirement. The Nominating/Governance Committee reviews equity ownership of the non-employee directors annually. Once a non-employee director is determined to be in compliance with the stock ownership guidelines, the non-employee director will be considered to be in compliance until such time as he or she sells or otherwise disposes of any of his or her Common Stock, at which time the Nominating/Governance Committee will re-evaluate the non-employee director's compliance with the stock ownership guidelines. With the exception of Ms. Hooper, who joined the Board in 2018, and will have a transition period of five years to achieve compliance with the stock ownership guidelines, all of the non-employee directors were in compliance with the guidelines as of the last measurement date.

Travel Benefits

We consider it important for our directors to understand our business and to have exposure to our operations and employees. For that reason, our directors receive flight benefits, including a travel card permitting positive space travel by the director, the director's spouse or qualified domestic partner and certain other eligible travelers, and access to our United Club facilities. These benefits are taxable to the director, subject to the reimbursement of certain of such taxes by the Company. Prior to the Merger, the Company and Continental adopted policies to eliminate tax indemnification for post-separation perquisites provided to non-employee directors who did not have an existing right to such benefits as of the date the respective policy was adopted. The tax indemnification provided to the non-employee directors is subject to an annual limit. A non-employee director who retires from the Board with at least five consecutive years of service as a director will receive lifetime travel benefits, subject to certain exceptions. In 2018, the Board approved lifetime travel benefits for Mr. Milton in connection with his departure from the Board, and for Captain Insler and Mr. Pantoja if they meet required years of service on the Board (Captain Insler four consecutive years (the maximum term permitted by ALPA) and Mr. Pantoja five consecutive years).

Charitable Contributions

The Company provides a matching charitable contribution to qualifying nonprofit organizations to which a director makes a personal commitment in an aggregate amount of up to $20,000 per year. In the case of each of the ALPA director and the IAM director, the Company will provide a matching charitable contribution to qualifying nonprofit organizations to which either the director or the director's union contributes up to $20,000 per year in the aggregate. During 2018, the Company also donated complementary positive space air travel to qualified charitable organizations selected by the non-employee directors. In 2018, such directors were permitted to donate up to ten round trip tickets to qualified charitable organizations. The Board reduced the charitable ticket limit to four round trip tickets effective January 1, 2019.

Table of Contents

Audit Committee Report

United Continental Holdings, Inc. Audit Committee Report

To the Board of United Continental Holdings, Inc.:

The Audit Committee is comprised of five non-employee members of the Board. After reviewing the qualifications of the current members of the Audit Committee, and any relationships they may have with the Company that might affect their independence from the Company, the Board has determined that: (1) all current Audit Committee members are "independent" as that concept is defined in Section 10A of the Exchange Act; (2) all current Audit Committee members are "independent" as that concept is defined in the applicable Nasdaq Listing Rules; (3) all current Audit Committee members are financially literate under the applicable Nasdaq Listing Rules; and (4) each of Ms. Hooper, Mr. Philip and Mr. Vitale qualifies as an audit committee financial expert under the applicable rules promulgated pursuant to the Exchange Act.

The Board appointed the undersigned directors as members of the Audit Committee and adopted a written charter setting forth the procedures and responsibilities of the Audit Committee. Each year, the Audit Committee reviews the adequacy of the charter and recommends any changes to the Board for approval.

During the last year, and earlier this year in preparation for the filing with the SEC of the 2018 Form 10-K, the Audit Committee, among other matters:

- reviewed and discussed the audited financial statements included in the 2018 Form 10-K with management and the Company's independent registered public accounting firm, referred to in this report as the "independent auditors;"

- reviewed the overall scope and plan for the annual audit of the Company's financial statements to be included in the 2018 Form 10-K and the results of the examinations by the Company's independent auditors;

- met with management periodically during the year to consider the adequacy of the Company's internal control over financial reporting and the quality of its financial reporting and discussed these matters with the Company's independent auditors and with appropriate Company financial personnel and internal auditors;

- reviewed and discussed with the independent auditors: (1) their judgments as to the quality of the accounting principles applied in the Company's financial reporting; (2) the written disclosures and the letter received from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the Audit Committee concerning independence, and the independence of the independent auditors; and (3) the matters required to be discussed with the Audit Committee under the applicable requirements of the Public Company Accounting Oversight Board and the SEC;

- based on these reviews and discussions, as well as private discussions with the independent auditors and the Company's internal auditors, recommended to the Board the inclusion of the audited financial statements of the Company and its subsidiaries in the 2018 Form 10-K; and

- determined that the non-audit services provided to the Company by the independent auditors (discussed below under Proposal No. 2) are compatible with maintaining the independence of the independent auditors. The Audit Committee's pre-approval policies and procedures are discussed below under Proposal No. 2.

Table of Contents

Notwithstanding the foregoing actions and the responsibilities set forth in the Audit Committee charter, the charter clarifies that the Audit Committee is not responsible for certifying the Company's financial statements or guaranteeing the independent auditors' report. The functions of the Audit Committee are not intended to duplicate or substitute for the activities of management and the independent auditors, and the Audit Committee members cannot provide any expert or special assurance as to the Company's financial statements or internal controls or any professional certifications as to the work of the independent auditors. Management is responsible for the Company's financial reporting process, including its system of internal control over financial reporting, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States. The independent auditors are responsible for expressing an opinion on those financial statements. Audit Committee members are not employees of the Company and are not acting as professional accountants or auditors on behalf of the Company. Therefore, the Audit Committee has relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States and on the representations of the independent auditors included in their report on the Company's financial statements.

The Audit Committee meets periodically with management and the independent and internal auditors, including private discussions with the independent auditors and the Company's internal auditors, and receives the communications described above. The Audit Committee has also established procedures for: (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, auditing or internal accounting control matters and (2) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. However, this oversight does not provide the Audit Committee with an independent basis to determine that management has maintained: (1) appropriate accounting and financial reporting principles or policies or (2) appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with management and the independent auditors do not assure that the Company's financial statements are presented in accordance with accounting principles generally accepted in the United States or that the audit of the Company's financial statements has been carried out in accordance with auditing standards generally accepted in the United States.

The information contained in this report shall not be deemed to be "soliciting material" or to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

Respectfully submitted,

Audit Committee

David Vitale, Chair
Carolyn Corvi
Barney Harford
Michele J. Hooper
Edward M. Philip

Table of Contents

Proposal No. 2: Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2019

Independent Registered Public Accountants

Ernst & Young LLP was the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018. The Audit Committee has approved the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Audit Committee Pre-Approval Policy and Procedures

The Audit Committee has adopted a policy on pre-approval of services of the Company's independent registered public accounting firm. The policy provides that the Audit Committee shall pre-approve all audit and non-audit services to be provided to the Company and its subsidiaries and affiliates by its independent auditors. The process by which this is carried out is as follows:

For recurring services, the Audit Committee reviews and pre-approves the independent registered public accounting firm's annual audit services in conjunction with the annual appointment of the outside auditors. The reviewed materials include a description of the services along with related fees. The Audit Committee also reviews and pre-approves other classes of recurring services along with fee thresholds for pre-approved services. In the event that the additional services are required prior to the next scheduled Audit Committee meeting, pre-approvals of additional services follow the process described below.

Any requests for audit, audit-related, tax and other services not contemplated with the recurring services approval described above must be submitted to the Audit Committee for specific pre-approval and cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chair of the Audit Committee. The Chair must update the Audit Committee at the next regularly scheduled meeting of any services that were granted specific pre-approval.

On a periodic basis, the Audit Committee reviews the status of services and fees incurred year-to-date and a list of newly pre-approved services since its last regularly scheduled meeting. The Audit Committee has considered whether the 2018 and 2017 non-audit services provided by Ernst & Young LLP are compatible with maintaining auditor independence and concluded that such services were compatible with maintaining Ernst & Young LLP's independence.

All of the services in 2018 and 2017 under the Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees categories below have been approved by the Audit Committee pursuant to paragraph (c)(7) of Rule 2-01 of Regulation S-X of the Exchange Act.

Table of Contents

Independent Registered Public Accounting Firm Fees

The aggregate fees billed for professional services rendered by the Company's independent auditors in 2018 and 2017 are as follows (in thousands):

Service	**2018**	**2017**
Audit Fees	$3,992	$4,548
Audit-Related Fees	375	565
Tax Fees	166	584
All Other Fees	2	2
Total	$4,535	$5,699

Audit Fees

For 2018 and 2017, audit fees consist primarily of the audit and quarterly reviews of the consolidated financial statements and the audit of the effectiveness of internal control over financial reporting of the Company and its wholly-owned subsidiaries. Audit fees also include the audit of the consolidated financial statements of United Airlines, employee benefit plan audits, attestation services required by statute or regulation, comfort letters, consents, assistance with and review of documents filed with the SEC, and accounting and financial reporting consultations and research work necessary to comply with generally accepted auditing standards.

Audit-Related Fees

For 2018 and 2017, fees for audit-related services primarily consisted of professional services related to due diligence and consultations related to the adoption of new accounting standards.

Tax Fees

Tax fees for 2018 and 2017 relate to professional services provided for research and consultations regarding tax accounting and tax compliance matters and review of U.S. and international tax impacts of certain transactions, exclusive of tax services rendered in connection with the audit.

All Other Fees

Fees for all other services billed in 2018 and 2017 consist of subscriptions to Ernst & Young LLP's on-line accounting research tool.

Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending December 31, 2019. Ernst & Young LLP has served as the Company's independent registered public accounting firm since 2009. It is anticipated that representatives of Ernst & Young LLP will be present at the Annual Meeting and will have the opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions from those attending the Annual Meeting.

Ernst & Young LLP rotates its lead audit engagement partner every five years; the Audit Committee interviews proposed candidates and selects the lead audit engagement partner.

Table of Contents

The stockholders are being asked to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019. Although ratification is not required by law or the Bylaws, the Board is submitting the appointment to the stockholders as a matter of good corporate governance. In the event of a negative vote on such ratification, the Audit Committee may reconsider its selection. Even if this appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

THE BOARD AND AUDIT COMMITTEE RECOMMEND A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019, WHICH IS DESIGNATED AS PROPOSAL NO. 2.

Table of Contents

Proposal No. 3: Advisory Vote to Approve the Compensation of the Company's Named Executive Officers

In accordance with Section 14A of the Exchange Act, we are providing stockholders with the opportunity to vote on an advisory resolution, commonly known as a "say-on-pay" proposal, approving the Company's executive compensation as reported in this proxy statement:

> **RESOLVED, that the stockholders approve the compensation of the named executive officers of United Continental Holdings, Inc., as disclosed in the proxy statement for the 2019 Annual Meeting of Stockholders under the section captioned "Executive Compensation" including the Compensation Discussion and Analysis, the compensation tables, the accompanying footnotes, and the related disclosure contained therein.**

At the 2017 annual meeting of stockholders, stockholders were asked to cast a non-binding advisory vote on whether the say-on-pay vote should be held every year, every two years or every three years (the "Frequency Vote"). A majority of stockholders voting on the matter indicated a preference for holding the say-on-pay vote on an annual basis. Accordingly, the Board resolved that the non-binding advisory vote to approve the compensation of the Company's named executive officers will be held on an annual basis at least until the 2023 Frequency Vote. At the Company's annual meeting on May 23, 2018, approximately 97% of the votes cast were voted in favor of the say-on-pay proposal.

Our executive compensation program for 2018 is described in this proxy statement under the section captioned "Executive Compensation" including the Compensation Discussion and Analysis, the compensation tables, the accompanying footnotes and the related disclosure contained therein.

As discussed in the CD&A, our core executive compensation philosophy continues to be based on achieving the following objectives: (i) aligning the interests of our stockholders and executives; (ii) linking executive pay to performance; and (iii) attracting, retaining and appropriately rewarding our executives in line with market practices. We believe the foregoing objectives are reflected in the 2018 incentive compensation program design approved by the Compensation Committee in February 2018. Our programs include focus on the United customer experience. The Compensation Committee continues to evaluate United's progress toward improving the customer experience.

Our 2018 executive compensation policies and practices include the following features, which we believe illustrate our commitment to corporate governance "best practices" and the principles described in the CD&A:

- ***Multiple performance metrics aimed at stockholder value.*** We utilize multiple performance metrics to motivate and reward achievements that we believe are complementary of one another and that contribute to the long-term creation of stockholder value, including:
  - annual pre-tax income;
  - operational performance, as measured in 2018 by metrics that are strongly correlated to our customer satisfaction (on-time departures, flight completion factor, and mishandled baggage ratio);
  - customer satisfaction results, as measured by our internal customer satisfaction surveys and subject to Committee discretion to evaluate customer satisfaction based on other factors, including consideration of third party surveys and rankings related to customer satisfaction and other related standards in the airline industry;
  - long-term relative pre-tax margin improvement;

stock price performance; and

specified strategic initiatives.

Focus on both relative and absolute performance goals.

Pay is targeted with reference to peer group median levels.

Balanced peer group companies. For 2018 compensation decisions, the Compensation Committee adjusted the peer group used for compensation benchmarking purposes by reducing some focus on aerospace defense companies in favor of customer service oriented companies in the travel industry. Our peer group was carefully selected to include well-run companies in general industry, with a primary focus on airlines, aerospace and transportation companies; companies of similar revenue size (i.e., 0.5-2.0 times the Company's revenue); and the largest U.S.-based airlines (regardless of revenue range). We have maintained these same standards for our peer group since 2011.

"Double-triggers" on change in control. Our long-term incentive awards have "double-trigger" accelerated vesting provisions. A "double-trigger" means that acceleration of vesting requires two events: first, a change in control; and second, a qualified termination of service, such as an involuntary termination without "cause."

No change in control tax indemnity. Company policy prohibits excise tax indemnity for pay related to change in control transactions.

Stock ownership guidelines. Our named executive officers and other officers are subject to stock ownership guidelines based on a multiple of base salary as follows: CEO 6x base salary; President 4x base salary; EVP 3x base salary; SVP 2x base salary; and VP 1x base salary. A newly hired or promoted officer has five years to achieve the stock ownership targets set forth in the guidelines.

Prohibition on pledging and hedging. We maintain a securities trading policy, which prohibits pledging and hedging Company securities by our officers and directors.

"Claw-back" provisions. In 2018, the Compensation Committee adopted an enhanced claw-back policy applicable to our annual and long-term incentives. In addition, our programs include claw-back provisions requiring the return of incentive payments in certain financial restatement situations.

Profit sharing hurdle. No annual incentives are paid to officers unless our frontline employees receive a profit-sharing payment for the year.

Risk mitigation. Our executive pay programs have been designed to discourage excessive risk-taking by our executives.

Standardized severance policies. We maintain standardized severance benefits for our officers. These benefits are set forth in severance plans applicable by officer level or, in the case of our CEO, through his employment agreement.

Annual say-on-pay vote. We have adopted an annual policy for our say-on-pay vote as recommended by our stockholders at our 2017 annual meeting.

Communication with investors. We communicate with the investment community regarding our long-term strategy and relative to our operating, financial and customer satisfaction goals.

Management and the Board strive to provide our investors with relevant and reliable information to provide transparency regarding our financial performance projections.

Independent Compensation Committee. The Compensation Committee is comprised solely of independent directors and considers and approves all compensation for our Section 16 reporting officers.

Independent Compensation Consultant. The Compensation Committee has retained an independent compensation consultant, who provides services directly to the Compensation Committee, and has adopted an "Independent Executive Compensation Consultant Conflict of Interest Policy," compliance with which is regularly monitored by the Compensation Committee.

We urge our stockholders to read the CD&A section of this proxy statement, which discusses in greater detail how our 2018 executive compensation program implemented our guiding principles. We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement.

Because this vote is advisory, it will not be binding upon the Board. Moreover, this vote will not be construed as overruling a decision by the Board, creating or implying any additional fiduciary duty by the Board, or restricting or limiting the ability of the Company's stockholders to make proposals for inclusion in proxy materials related to executive compensation. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD RECOMMENDS A VOTE "FOR" THE ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, WHICH IS DESIGNATED AS PROPOSAL NO. 3.

Table of Contents

Proposal No. 4: Stockholder Proposal Regarding the Limitation on Renomination of Proxy Access Nominees

John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, has advised the Company that he intends to present the following stockholder proposal at the Annual Meeting. Mr. Chevedden has indicated that he holds no fewer than 50 shares of Common Stock.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent and, as a result, the Company is not responsible for any inaccuracies the proposal or statement may contain. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponent.

The Board recommends a vote "AGAINST" the stockholder proposal based on the reasons set forth in the Company's Statement in Opposition following the stockholder proposal.

Proposal 4 Improve Shareholder Proxy Access

RESOLVED: Stockholders ask the board of directors to amend its proxy access bylaw provisions and any associated documents, to include the following change:

A shareholder proxy access director candidate shall not need to obtain a specific percentage vote in order to qualify as a shareholder proxy access director candidate at any future shareholder meeting.

This proposal is important because a shareholder proxy access candidate might not obtain the currently required 25%-vote (and thus unfortunately be disqualified the following year under our current rule) even if he or she is better qualified than certain existing directors. Shareholders may simply believe that at the time of the annual meeting that the company is not ready for a proxy access candidate and hence may not support the candidate because the timing is not right.

A year later a majority of shareholders might determine that circumstances have changed due to mismanagement or economic downturn and that the timing is then right. Hence shareholders should be able to vote for such a highly qualified candidate.

The following are just a few of the scores of companies that do not require a proxy access director candidate to obtain a specific percentage vote in order to be a candidate in the following year:

Citigroup (C)
eBay (EBAY)
FedEx (FDX)
Goodyear (GT)
Home Depot (HD)

Please vote yes:

Improve Shareholder Proxy Access Proposal 4

Statement in Opposition to Stockholder Proposal

The Board has carefully considered this proposal and, for the reasons set forth below, does not believe that it is in the best interests of the Company and its stockholders and recommends a vote "**AGAINST**" the stockholder proposal.

The Company's proxy access framework strikes the appropriate balance between promoting stockholder nomination rights and protecting the best interests of all our stockholders.

In early 2016, the Board adopted a proxy access bylaw with a framework that is generally consistent with the approach taken by a majority of U.S. public companies with proxy access. Under our proxy access framework, any stockholder or group of up to 20 stockholders owning 3% or more of the Company's common stock continuously, for at least three years, may nominate and include in the Company's proxy materials for an annual meeting of stockholders, director candidates constituting up to the greater of two or 20% of the Board elected by the holders of the Company's common stock, provided that the stockholder (or group) and each nominee satisfy the requirements specified in the Bylaws.

Consistent with the practice of many other public companies, United's proxy access bylaw provides that a stockholder candidate who does not receive more than 25% of the vote may not be nominated again as a proxy access candidate for the following two years. As of February 2019, approximately 70% of companies that have adopted proxy access include a restriction on renominating a failed candidate based on some percentage of support. Of the companies that include such a restriction, 78% have the same formulation as the Company (candidates receiving 25% or less of the vote may not be nominated again for two years).

This restriction operates solely to limit the qualification of a particular individual as a proxy access nominee and applies only after that individual has been presented as a proxy access candidate and failed to obtain the specified level of voting support. In this way, the restriction is comparable to the operation of Rule 14a-8(i)(12) of the Exchange Act, which allows the Company to omit stockholder proposals that have already been presented for a vote and failed to achieve certain approval thresholds.

The Company believes that this restriction on renomination does not place any significant limits on the ability of stockholders to use proxy access. Rather, this provision is designed to protect stockholders by reducing the likelihood that the proxy access process can be abused, subjecting the Company and other stockholders to the expense and effort of responding to a proxy access candidate multiple years in a row after that process has already been used with a particular candidate whom stockholders as a whole did not meaningfully support.

The Board believes our proxy access framework is consistent with market practice and strikes the appropriate balance between providing stockholders with meaningful proxy access rights and protecting the interests of all stockholders by mitigating the potential for misuse by individuals whose interests are not aligned with our long-term stockholders.

The Company has a strong corporate governance structure.

The Board further believes that the Company's strong corporate governance framework makes the adoption of this proposal unnecessary. We regularly assess our corporate governance policies to take into account evolving best practices and to address stockholder feedback. Our goals are to align the interests of stockholders, directors and management; ensure accountability; encourage robust engagement with our key stakeholders and provide our stockholders with a meaningful voice in both the nomination and the election of directors. Some of our governance policies and practices that support these goals are:

Annual election of directors. All of the Company's directors are elected annually.

Majority voting; resignation policy. The Company has adopted a majority voting standard for the election of directors in uncontested elections. In addition, the Corporate Governance Guidelines require any incumbent director who fails to receive a majority of the votes cast in an uncontested election to tender his or her resignation to the Board.

Substantial majority of the Board is independent. All twelve directors elected by holders of our Common Stock, with the exception of our Chief Executive Officer, are independent. Additional information related to director independence determinations is set forth in this proxy statement under the heading "Corporate Governance Director Independence."

Independent chairman; lead independent director. The Board is currently led by an independent Chairman. Our Corporate Governance Guidelines provide for the appointment of a lead independent director with specific duties and responsibilities aligned with best corporate governance practices in the event that the role of Chairman is not filled by an independent director.

Stockholder input on director nominations outside of proxy access. In addition to proxy access, our stockholders have the ability to recommend director candidates to the Board's Nominating/Governance Committee, which considers such recommendations in the same manner and by the same standards as recommendations received from other sources. Stockholders also have the option to directly nominate director candidates and solicit proxies for the election of those candidates in accordance with our Bylaws and the federal securities laws.

The robust proxy access provisions our Board has adopted, together with these other practices, promote Board independence and provide substantial opportunities consistent with best practices for stockholder input on director elections. The changes to our proxy access framework requested by the proponent are unnecessary and disrupt the balanced approach reflected in our Bylaws.

THE BOARD RECOMMENDS A VOTE "AGAINST" PROPOSAL NO. 4.

Proposal No. 5: Stockholder Proposal Regarding a Report on Lobbying Spending

The Nathan Cummings Foundation, 475 Tenth Avenue, 14th Floor, New York, New York 10018, has advised the Company that it intends to present the following stockholder proposal at the Annual Meeting. The Nathan Cummings Foundation has indicated that it holds 210 shares of Common Stock.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent and, as a result, the Company is not responsible for any inaccuracies the proposal or statement may contain. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponent.

The Board recommends a vote "AGAINST" the stockholder proposal based on the reasons set forth in the Company's Statement in Opposition following the stockholder proposal.

Stockholder Proposal Regarding a Report on Lobbying Spending

Whereas, we believe full disclosure of United Continental Holdings, Inc.'s ("United") direct and indirect lobbying activities and expenditures is required to assess whether its lobbying is consistent with its expressed goals and in the best interests of stockholders.

Resolved, the stockholders of United request the preparation of a report, updated annually, disclosing its:

1. Policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.

2. Payments by United used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, including the amount of the payment and the recipient for each case.

3. Board and management decision making and oversight processes for making payments described in section 2 above.

For the purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which United is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on United's website.

Supporting Statement

Companies should ensure there is alignment between their own positions and core values and their lobbying, including any lobbying done through trade associations.

Table of Contents

United spent $32,142,118 from 2010 to 2017 on federal lobbying. These figures do not include state lobbying expenditures. United also lobbies at the state level, but state level disclosure is uneven or absent.

We seek to better understand the rationale for United's lobbying decisions, particularly those which might present reputational risks for our company. For instance, United's lobbying on passenger rights has attracted negative media attention for efforts deemed to reduce consumer protections. ("United Airlines Spent Millions Fighting Proposals to Protect Passenger Rights," *MapLight*, April 12, 2017). According to the *2018 Harris Poll Reputation Quotient® Summary Report*, United's reputation ranks in the bottom 10 percent of the 100 most visible American companies.

Additionally, United does not disclose its memberships in, or payments to, trade associations, or the amounts used by these groups for lobbying. United's CEO serves on the board of Airlines for America, a trade group which spent $15,020,000 on lobbying for 2016 and 2017. Its lobbying includes seeking exemptions from state laws related to employee paid sick leave. ("Airlines, Railroads Say Local Sick-Pay Laws Don't Apply to Them," *Bloomberg*, June 21, 2018) United's CEO is also a member of the Business Roundtable, an organization which spent $43,080,000 on lobbying for 2016 and 2017. Its lobbying includes seeking to reduce shareholders' rights to file resolutions.

Statement in Opposition to Stockholder Proposal

The Board has carefully considered this proposal and, for the reasons set forth below, does not believe that it is in the best interests of the Company and its stockholders and recommends a vote "**AGAINST**" the stockholder proposal.

We believe it is in the best interests of our stockholders for the Company to be an effective participant in the political process.

The airline industry is subject to extensive regulation. We believe it is important and necessary for the Company to actively engage with lawmakers and government agencies to ensure that they take the interests and needs of our customers, employees, business and the communities we serve into account when making legislative and regulatory decisions. We advocate for policies that rationalize our tax burden, reduce unnecessary regulation, mitigate fuel cost, modernize infrastructure and enhance global competitiveness in the airline industry, among other items. Additional information related to our public policy engagement efforts is publicly available in our Corporate Responsibility Report at crreport.united.com/our-business/government-and-policy.

Our lobbying activities are subject to extensive public disclosure requirements and internal oversight.

Our lobbying activities are subject to comprehensive regulation at the federal, state and local levels. As required by U.S. federal law, we file quarterly reports that disclose our lobbying expenditures and detail our lobbying activities. These lobbying disclosure reports may be viewed at disclosures.house.gov/ld/ldsearch.aspx and soprweb.senate.gov/index.cfm?event=selectfields by searching for United Airlines, Inc. under "Registrant Name." We file similar publicly available lobbying reports with state and local agencies as required by state and local law, which in some cases have even broader disclosure requirements than federal law. Any lobbying firms we hire are required to file similar reports. The trade associations we belong to are also subject to public disclosure obligations regarding their lobbying efforts.

Table of Contents

We are committed to the highest ethical standards, and we have procedures and policies in place to ensure that our lobbying activities are subject to appropriate oversight and in the best interests of our stockholders. We take diligent steps to ensure that we are in compliance with applicable rules and regulations and our Code of Ethics and Business Conduct, which is publicly available on our website at ir.united.com/static-files/3482652b-31b2-4b3e-be3c-69c773b12e11. Our Government Affairs group reports directly to our Executive Vice President and Chief Administrative Officer, who oversees the group's activities. The Public Responsibility Committee of the Board reviews policies, positioning and practices concerning political and governmental affairs at least annually.

Implementing this proposal may put us at a competitive disadvantage and would impose unnecessary expense on the Company.

This proposal seeks to impose requirements on us that could result in competitive harm to the Company. The requested report could put the Company at a disadvantage relative to our competitors, who are not required to disclose this information, by revealing confidential information or proprietary information about our business or strategy. We believe that any additional lobbying disclosure requirements that go beyond those required under existing law should be applicable to all participants engaged in the political process, rather than to us alone, as the proposal requests.

The Company's lobbying expenditures are not financially material to the Company. In 2018, the Company's total expenses relating to lobbying were insignificant when compared to the Company's total operating costs. Given the amount of information publicly available through existing public disclosure requirements, we believe using additional funds to generate the report requested by this proposal would not be an appropriate use of corporate resources.

THE BOARD RECOMMENDS A VOTE "AGAINST" PROPOSAL NO. 5.

Table of Contents

General Information About the Annual Meeting

Who is soliciting my vote?

The Board is soliciting your vote at the Annual Meeting.

Where and when will the Annual Meeting take place?

The Annual Meeting will be held on Wednesday, May 22, 2019, at 9:00 a.m., Central Time, at the Willis Tower, 233 South Wacker Drive, Chicago, Illinois 60606.

What will I be voting on?

- The election of directors named in this proxy statement
- Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2019
- An advisory vote to approve the compensation of the Company's named executive officers
- Two stockholder proposals, if properly presented before the meeting

Who is entitled to vote?

If you are a stockholder with shares of our voting stock, including our Common Stock, registered in your name with Computershare Investor Services ("Computershare"), the Company's transfer agent and registrar, then you are considered a "stockholder of record." Stockholders of record at the close of business on April 1, 2019, which is known as the "record date" for the Annual Meeting, are entitled to notice of and to vote at the Annual Meeting or any adjournments or postponements thereof.

The following chart shows the number of shares of each class of our voting stock outstanding as of the record date, the number of record holders of each class as of the record date entitled to vote at the Annual Meeting, the votes per share for each class for all matters on which the shares vote, and the directors each class is entitled to elect. The aggregate number of votes to which a class is entitled is equal to the number of shares outstanding of such class.

Title of Class	Shares Outstanding	Holders of Record(a)	Votes per Share	Voting for Directors
Common Stock	264,271,125	5,357	1	Class elects 11 directors
Class Pilot MEC Junior Preferred Stock	1	1	1	Class elects 1 director
Class IAM Junior Preferred Stock	1	1	1	Class elects 1 director

(a)

The holder of record of Class Pilot MEC Junior Preferred Stock is the ALPA MEC. The holder of record of Class IAM Junior Preferred Stock is the IAM.

How do I vote if I am a stockholder of record?

If you are a stockholder of record that holds shares as of the record date, you have three options for delivering your proxy to vote your shares:

Vote by Internet

You can vote via the Internet by logging onto *www.envisonreports.com/ual* and following the prompts using the control number located on your Notice of Internet Availability of Proxy Materials or proxy card. This vote will be counted immediately, and there is no need to mail your proxy card.

Vote by Telephone

To use the telephone voting procedure, dial (800) 652-8683 and listen for further directions. You must use a touch-tone telephone in order to respond to the questions. This vote will be counted immediately, and there is no need to mail your proxy card.

Vote by Mail

Shares eligible to be voted, and for which a properly signed proxy card is returned, will be voted in accordance with the instructions specified on the proxy card.

Proxies submitted by Internet or telephone must be received by 11:59 p.m., Central Time, on Tuesday, May 21, 2019, the day before the Annual Meeting.

We encourage you to vote by Internet as instructed on the Notice of Internet Availability of Proxy Materials or proxy card.

How are my shares voted if I do not indicate how to vote on the proxy card?

If we receive a properly signed and dated proxy card and the proxy card does not specify how your shares are to be voted, your shares will be voted in accordance with the recommendations of the Board, including FOR the election of each of the nominees for director (Proposal No. 1), FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 (Proposal No. 2), FOR the advisory vote to approve the compensation of the Company's named executive officers (Proposal No. 3), AGAINST the stockholder proposal regarding the limitation on renomination of proxy access nominees, if properly presented before the meeting (Proposal No. 4), and AGAINST the stockholder proposal regarding a report on lobbying spending, if properly presented before the meeting (Proposal No. 5).

How do I vote if I hold my shares through an account at a broker, bank, trust or other nominee?

If you hold your shares in an account at a broker, bank, trust or other nominee, you are considered the "beneficial owner" of shares held in "street name," and you should have received a Notice of Internet Availability of Proxy Materials or voting instruction card and voting instructions with these proxy materials from that organization rather than from us. To ensure that your vote is counted, follow the directions set forth on the Notice of Internet Availability of Proxy Materials or voting instruction card and the voting instructions that you receive. To vote in person at the Annual Meeting, you must obtain a legal proxy from your broker, bank, trust or other nominee. Follow the instructions from your broker, bank, trust or other nominee included with the Notice of Internet Availability of Proxy Materials or proxy materials, or contact your broker, bank, trust or other nominee to request a legal proxy.

Table of Contents

How do I vote my shares if I participate in one of the United 401(k) plans?

If you hold shares in an account under the United Airlines 401(k) Savings Plan or the United Airlines Flight Attendant 401(k) Plan (each a "Plan," and collectively, the "United 401(k) Plans"), Computershare is sending you the Company's Notice of Internet Availability of Proxy Materials or proxy materials directly, including the voting instruction card. You may direct the trustee of the United 401(k) Plans, Newport Trust Company, on how to vote your Plan shares by directing the voting of your Plan shares by Internet, telephone or mail pursuant to the instructions included on the voting instruction card. Please note that, in order to permit the trustee for the United 401(k) Plans to tally and vote all of the shares of Common Stock held in the United 401(k) Plans, your instructions, whether by Internet, telephone or proxy card, must be completed and received prior to 5:00 a.m., Central Time, on Monday, May 20, 2019. You may not change your vote related to such Plan shares after this deadline.

If you do not provide voting instructions to the trustee, your Plan shares will be voted by the trustee in the same proportion that it votes shares in other Plan accounts for which it did receive timely voting instructions. The proportional voting policy is detailed under the terms of each Plan and trust agreement.

Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to rules adopted by the SEC, the Company has elected to provide access to its proxy materials via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials to the Company's stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the notice or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the notice. In addition, stockholders may request proxy materials in printed form by mail or electronically by email on an ongoing basis. The Company encourages stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the expenses incurred by the Company in connection with the Annual Meeting and to reduce the environmental impact of the Annual Meeting.

How can I get electronic access to the proxy materials?

The Notice of Internet Availability of Proxy Materials will provide you with instructions regarding how to:

- view on the Internet the Company's proxy materials for the Annual Meeting; and
- instruct the Company to send future proxy materials to you by email.

Choosing to receive future proxy materials by email will save the Company the cost of printing and mailing documents to you. If you choose to receive future proxy materials by email, you will receive an email message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one Notice of Internet Availability of Proxy Materials or sets of proxy materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all of the shares that you own, you must either sign and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the Notices of Internet Availability of Proxy Materials or proxy cards that you receive.

Who counts the votes?

Representatives of Computershare will tabulate the votes and act as Inspector of Election at the Annual Meeting.

How is a quorum determined?

A quorum is necessary for conducting a valid Annual Meeting. The presence in person or represented by proxy of the holders of outstanding shares representing at least a majority of the total voting power entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Where a separate vote of a class or series of stock is required, the presence in person or represented by proxy of the holders of outstanding shares representing at least a majority of the total voting power of all outstanding shares of such class or series is necessary to constitute a quorum thereof entitled to take action with respect to such separate vote.

What are "broker non-votes"?

Under Nasdaq Listing Rules, brokers, banks, trusts or other nominees holding shares on behalf of a beneficial owner may vote those shares in their discretion on certain "routine" matters even if they do not receive timely voting instructions from the beneficial owner. With respect to "non-routine" matters, the broker, bank, trust or other nominee is not permitted to vote shares for a beneficial owner without timely received voting instructions.

A broker non-vote occurs when a beneficial owner of shares held by a broker, bank, trust or other nominee fails to provide the record holder with specific instructions concerning how to vote on any "non-routine" matters brought to a vote at a stockholders meeting. At the Annual Meeting, brokers will have discretionary authority to vote shares on the ratification of the appointment of the independent registered public accounting firm (Proposal No. 2), which is the only "routine" matter to be presented at the Annual Meeting. If brokers exercise this discretionary voting authority on Proposal No. 2, such shares will be considered present at the Annual Meeting for quorum purposes and broker non-votes will occur as to each of the other proposals presented at the Annual Meeting (Proposal Nos. 1, 3, 4 and 5), which are considered "non-routine."

How are abstentions and broker non-votes treated for quorum purposes, and how do they impact the voting results?

Abstentions are counted for purposes of determining whether a quorum is present. Abstentions will have the effect of a vote against the matters presented for a vote of the stockholders, other than the election of directors (Proposal No. 1). Abstentions have no effect with respect to the election of directors.

As explained above under "What are 'broker non-votes'?," if brokers exercise their discretionary voting authority on Proposal No. 2, such shares will be considered present at the Annual Meeting for quorum purposes and broker non-votes will occur as to each of the other proposals presented at the Annual Meeting (Proposal Nos. 1, 3, 4 and 5), which are considered "non-routine." Broker non-votes will have no impact on the voting results on the election of directors (Proposal No. 1), the advisory vote to approve the compensation of the Company's named executive officers (Proposal No. 3), or the stockholder proposals (Proposal Nos. 4 and 5).

If you are a beneficial owner of shares held by a broker, bank, trust or other nominee holding shares on your behalf, we urge you to submit your voting instructions to your broker, bank, trust or other nominee in advance of the Annual Meeting. Please see "How do I vote if I hold my shares through an account at a broker, bank, trust or other nominee?" above for a discussion of the procedures.

Table of Contents

What classes of stock vote on each proposal, and what is the vote required?

The holders of Common Stock, Class Pilot MEC Junior Preferred Stock and Class IAM Junior Preferred Stock will vote together as a single class on all proposals presented at the Annual Meeting other than the election of directors (Proposal No. 1).

Election of Directors (Proposal No. 1)

Each director will be elected by vote of a majority of the votes cast with respect to that director's election in person or represented by proxy and entitled to vote on the election of directors. "Majority of the votes cast" means that the number of shares voted FOR a director exceeds the number of shares voted AGAINST that director (with abstentions and broker non-votes not counted as a vote cast either FOR or AGAINST that director's election). Any incumbent director who is not reelected in an election in which majority voting applies is required to tender his or her resignation promptly following certification of the stockholders' vote. The Nominating/Governance Committee will then consider the tendered resignation and recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. The Board is expected to act on the recommendation within 120 days following certification of the stockholders' vote and will promptly disclose its decision regarding whether to accept the director's resignation offer. The director who tenders his or her resignation will not participate in the recommendation of the Nominating/Governance Committee or the decision of the Board with respect to his or her resignation.

Proposal Nos. 2, 3, 4 and 5

The affirmative vote of a majority in voting power of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter will be required to approve the ratification of the appointment of the independent registered public accounting firm (Proposal No. 2), the advisory vote to approve the compensation of the Company's named executive officers (Proposal No. 3) and the stockholder proposals (Proposal Nos. 4 and 5).

How does the proxy voting process work?

If you vote using the Internet or telephone procedures, or your proxy card is properly dated, signed and returned by mail, the proxy will be voted at the Annual Meeting in accordance with the instructions indicated by it (or if there are no such instructions, then in accordance with the recommendations of the Board).

If a quorum is not present at the time the Annual Meeting is convened for any particular purpose, or if for any other reason we believe that additional time should be allowed for the solicitation of proxies, we may adjourn the Annual Meeting with the vote of the stockholders then present.

How do I revoke a proxy?

Any proxy may be revoked by the person giving it at any time before it is voted (except as discussed above with respect to shares held in a Plan account). A proxy may be revoked by a later proxy delivered using the Internet or telephone voting procedures or by written notice mailed to the Secretary of the Company prior to the Annual Meeting. If you hold your shares through a broker, bank, trust or other nominee, you should follow their instructions as to how you can revoke a proxy. Attendance at the Annual Meeting will not automatically revoke a proxy, but a holder of Common Stock who is in attendance and entitled to vote at the Annual Meeting may request a ballot and vote in person, which revokes a previously granted proxy.

Table of Contents

Who pays solicitation expenses?

All expenses of the solicitation, including the cost of preparing and mailing this proxy statement, will be borne by us. Arrangements will also be made with custodians, nominees and fiduciaries for forwarding of proxy solicitation material to beneficial owners of Common Stock and voting preferred stock held of record, and we may reimburse these individuals for their reasonable expenses. In addition to mailed proxy materials and proxy materials available over the Internet, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. These individuals will not be additionally compensated, but may be reimbursed for out-of-pocket expenses associated with solicitation. To help assure the presence in person or representation by proxy of the largest number of stockholders possible, we have engaged Georgeson LLC ("Georgeson"), a proxy solicitation firm, to solicit proxies on our behalf. We expect to pay Georgeson a proxy solicitation fee of approximately $22,000 plus reimbursement for reasonable out-of-pocket costs and expenses for its services.

Could other matters be decided at the Annual Meeting?

We do not know of any matters that will be considered at the Annual Meeting other than Proposal Nos. 1, 2, 3, 4 and 5. If any other matters are properly presented at the Annual Meeting, the proxies will be voted at the discretion of the proxy holders.

Can I attend the Annual Meeting?

Admittance to the Annual Meeting is limited to stockholders of the Company. The following procedures have been adopted to ensure that the Company's stockholders can check in efficiently when entering the Annual Meeting.

Stockholders of Record

If you are a stockholder of record on April 1, 2019 (the record date), you (or your duly appointed proxy holder) are entitled to attend the Annual Meeting. If you are a stockholder of record or you own shares through a Plan, there is an admission ticket located on your Notice of Internet Availability of Proxy Materials or proxy card. You will be asked to present the admission ticket and valid picture identification to obtain admittance to the Annual Meeting.

If you are a record holder (or a record holder's duly appointed proxy) and you do not bring an admission ticket with you to the Annual Meeting, you will be admitted upon verification of ownership at the stockholders' registration desk. Please be prepared to present valid picture identification.

Beneficial Owners

If you are a beneficial owner of Common Stock as of April 1, 2019 (the record date), you may obtain admittance at the stockholders' registration desk by presenting evidence of your Common Stock ownership. This evidence could be a legal proxy from the institution that is the record holder of your shares, or your most recent account statement from your broker, bank, trust or other nominee that includes the record date, along with valid picture identification. Please note that in order to vote at the Annual Meeting, beneficial owners must present the legal proxy from the record holder.

Additional Information

Admission tickets to the Annual Meeting are not transferable. A stockholder may appoint only one proxy to represent him or her at the Annual Meeting.

Submission of Stockholder Proposals for the 2020 Annual Meeting

If a stockholder of record wishes to submit a proposal for inclusion in the Company's proxy statement for the 2020 annual meeting of stockholders, the proposal must be received by the Company no later than December 13, 2019 and otherwise comply with SEC rules. Failure to otherwise comply with SEC rules will cause the proposal to be excluded from the proxy materials. All notices must be submitted to the Corporate Secretary United Continental Holdings, Inc., 233 S. Wacker Drive, Chicago, Illinois 60606.

Stockholders who intend to submit director nominees for inclusion in the Company's proxy materials for the 2020 annual meeting of stockholders must comply with the requirements of proxy access as set forth in the Bylaws. The stockholder or group of stockholders who wish to submit director nominees pursuant to proxy access must deliver the required materials to the Company no earlier than November 13, 2019, and no later than December 13, 2019.

To propose business or nominate a director at the 2020 annual meeting of stockholders without inclusion of such matters in our proxy materials, proper notice must be submitted by a stockholder of record no earlier than January 23, 2020 and no later than February 22, 2020 in accordance with the Bylaws. The notice must contain the information required by the Bylaws. No business proposed by a stockholder can be transacted at the 2020 annual meeting of stockholders, and no nomination by a stockholder will be considered, unless the notice satisfies the requirements of the Bylaws. If we do not receive timely notice of any other matter that a stockholder wishes to raise at the 2020 annual meeting of stockholders, the Bylaws provide that the matter shall not be transacted and the nomination shall not be considered.

Householding

The rules of the SEC allow us to deliver a single Notice of Internet Availability of Proxy Materials or set of proxy materials to one address shared by two or more of our stockholders. This delivery method is referred to as "householding" and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one Notice of Internet Availability of Proxy Materials or set of proxy materials to multiple stockholders who share an address, unless we have received different instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate Notice of Internet Availability of Proxy Materials or set of proxy materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered. If you prefer to receive separate copies of the Notice of Internet Availability of Proxy Materials and proxy materials, contact Broadridge Financial Solutions, Inc. ("Broadridge") by telephone at (866) 540-7095 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

If you are currently a stockholder sharing an address with another stockholder and are receiving multiple copies of our Notice of Internet Availability of Proxy Materials or proxy materials and wish to receive only one copy of future Notices of Internet Availability of Proxy Materials and proxy materials for your household, please contact Broadridge at the above telephone number or address.

Annual Report

A copy of our 2018 Form 10-K has been made available with this proxy statement and is also available at *www.envisonreports.com/ual*. Additional copies of the 2018 Form 10-K and this notice of Annual Meeting and proxy statement, and accompanying proxy card, may be obtained from the Corporate Secretary United Continental Holdings, Inc., 233 S. Wacker Drive, Chicago, Illinois 60606.

Table of Contents

COPIES OF OUR 2018 FORM 10-K FILED WITH THE SEC MAY BE OBTAINED WITHOUT CHARGE BY WRITING TO THE CORPORATE SECRETARY UNITED CONTINENTAL HOLDINGS, INC., 233 S. WACKER DRIVE, CHICAGO, ILLINOIS 60606. YOU CAN ALSO OBTAIN A COPY OF OUR 2018 FORM 10-K AND OTHER PERIODIC FILINGS AT THE COMPANY'S WEBSITE AT *IR.UNITED.COM* OR FROM THE SEC'S EDGAR DATABASE AT *WWW.SEC.GOV*.

Other Business

The Company knows of no other matters to be submitted to stockholders at the Annual Meeting, other than the proposals referred to in this proxy statement. If any other matters properly come before the stockholders at the Annual Meeting, it is the intention of the proxy holders to vote the shares represented thereby on such matters in accordance with the Board's recommendations.

Table of Contents

Appendix A

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES

The Company evaluates its financial performance utilizing various accounting principles generally accepted in the United States of America ("GAAP") and non-GAAP financial measures, including adjusted pre-tax income and adjusted pre-tax margin. The Company believes that adjusting for special charges is useful to investors because special charges are not indicative of the Company's operating performance. The Company believes that adjusting for the impact of mark-to-market ("MTM") gains and losses on financial instruments is useful to investors because those unrealized gains or losses may not ultimately be realized on a cash basis. The Company believes that adjusting for interest expense related to capital leases of Embraer ERJ 145 aircraft is useful to investors because of the accelerated recognition of interest expense. For additional information related to 2018 special charges, see Note 14 Special Charges to the Combined Notes to Consolidated Financial Statements included in "Item 8. Financial Statements and Supplementary Data" in the 2018 Form 10-K.

(in millions, except percentages)	**2018**
Pre-tax income	$ 2,658
Special charges:	
Impairment of assets	377
Termination of an engine maintenance service agreement	64
Severance and benefit costs	41
Losses on sale of assets and other special charges	5
Total special charges	487
Nonoperating MTM losses on financial instruments	5
Interest expense on ERJ 145 capital leases	26
Adjusted pre-tax income Non-GAAP	$ 3,176
Total operating revenue	$ 41,303
Pre-tax margin	6.4%
Adjusted pre-tax margin Non-GAAP	7.7%